MARVEL MASTERWORKS
THE AMAZING SPIDER-MAN
VOLUME 26

THE AMAZING SPIDER-MAN Nos. 271-278
THE SPECTACULAR SPIDER-MAN No. 111
& MARVEL GRAPHIC NOVEL No. 22
TOM DEFALCO & RON FRENZ
WITH SUSAN K. PUTNEY & BERNIE WRIGHTSON

MARVEL
the AMAZING SPIDER-MAN
65¢
271
DEC
MYSTERIO IS A MAN CALLED MANN-SLAUGHTER!

MARVEL
the AMAZING SPIDER-MAN
65¢
272
JAN
THINK YOU'VE GOT ME, EH WEBHEAD? WELL...
...MAKE WAY FOR...
SLYDE!

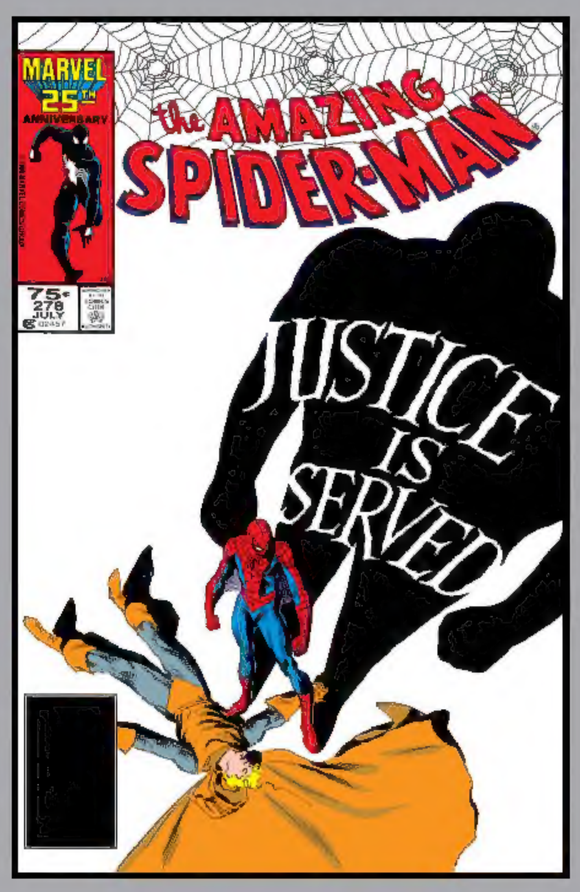
MARVEL
the AMAZING SPIDER-MAN
SECRET WARS II
CONTINUES IN THIS ISSUE!
75¢
273
FEB
TO BATTLE THE BEYONDER!
FEATURING THE POWER OF THE PUMA!

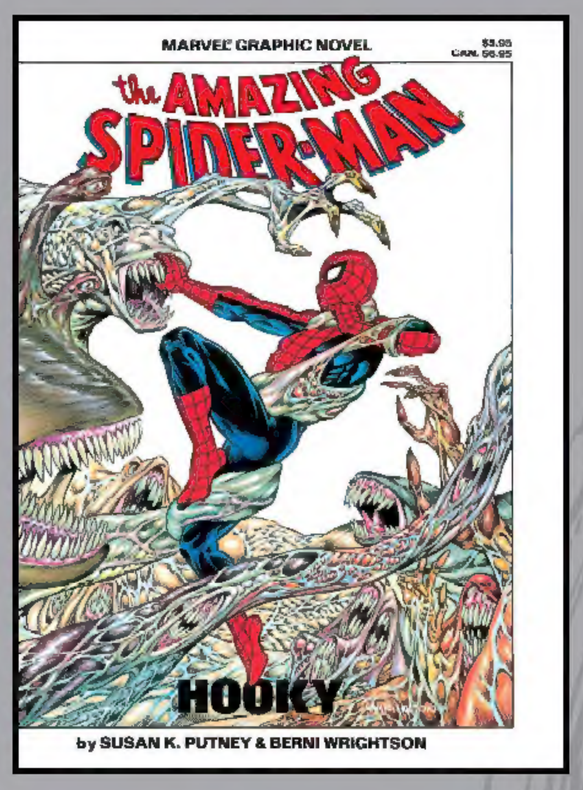
MARVEL
THE ALL NEW, ALL DARING
PETER PARKER, THE SPECTACULAR
SPIDER-MAN
CLASSIC COVER
75¢
111
FEB
THE PUMA'S BEEN GIVEN INCREDIBLE POWER... GROWN TO THREE TIMES HIS NORMAL SIZE!
I'VE GOT TO SAVE THE BEYONDER!..
NO!
DON'T INTERFERE, SPIDER-MAN! THE FATE OF THE UNIVERSE IS RIDING ON THIS!
...AND THEN THE GODS CRIED!
F. Buckler

MARVEL
ALL NEW!
NO ADS! 32 PAGES!
CONTINUES IN THIS ISSUE!
SECRET WARS II
the AMAZING SPIDER-MAN
IN THIS ISSUE! THE BEYONDER BATTLES MEPHISTO!
75¢
274
MAR
THE SOUL OF THE SPIDER!

MARVEL 25TH ANNIVERSARY
the AMAZING SPIDER-MAN
NO! IT CAN'T BE TRUE! I'VE FINALLY MANAGED TO UNMASK THE HOBGOBLIN!
BUT, IT CAN'T BE... HIM!!
75¢
278
MAY
THE FACE BENEATH THE MASK! AT LAST!

MARVEL 25TH ANNIVERSARY
the AMAZING SPIDER-MAN
75¢
277
JUNE
SPECIAL ISSUE
THE MYSTERY OF THE HOBGOBLIN DEEPENS!
GUEST-STARRING DAREDEVIL THE MAN WITHOUT FEAR!
AND A SHOCKING CONFRONTATION WITH THE KINGPIN!
SPECIAL FEATURE: CHARLES VESS'
CRY OF THE WENDIGO


MARVEL 25TH ANNIVERSARY
the AMAZING SPIDER-MAN
75¢
279
JULY
JUSTICE IS SERVED


MARVEL GRAPHIC NOVEL
$3.95
CAN. $5.95
the AMAZING SPIDER-MAN
HOOKY
by SUSAN K. PUTNEY & BERNI WRIGHTSON

MARVEL

MARVEL MASTERWORKS

PRESENTS

the AMAZING SPIDER-MAN

VOLUME 26

COLLECTING

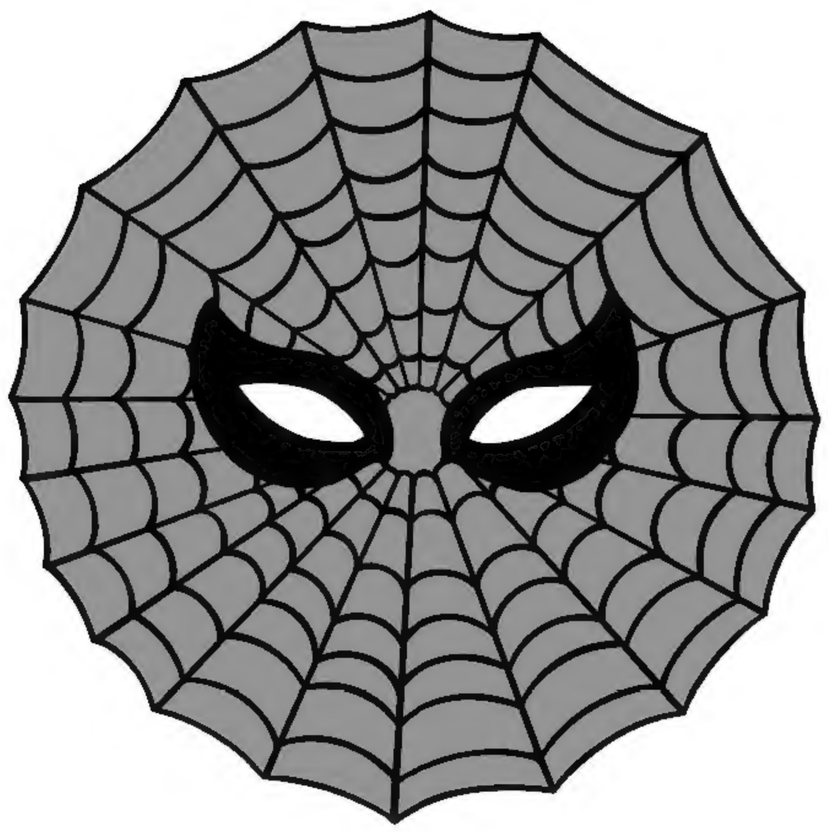
THE AMAZING SPIDER-MAN Nos. 271-278

THE SPECTACULAR SPIDER-MAN No. 111

& MARVEL GRAPHIC NOVEL No. 22

TOM DEFALCO • RON FRENZ

WITH SUSAN K. PUTNEY & BERNIE WRIGHTSON



Collection Editor
Cory Sedlmeier

Book Design
Nickel DesignWorks

VP Production & Special Projects
Jeff Youngquist

SVP Print, Sales & Marketing
David Gabriel

Sr. Manager, Digital
Tim Smith 3

Digital Production
Rachel Young

Editor in Chief
C.B. Cebulski

© 2024 MARVEL. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.

MARVEL MASTERWORKS
CREDITS

THE
AMAZING SPIDER-MAN
NOS. 271-278, THE SPECTACULAR SPIDER-MAN NO. 111
& MARVEL GRAPHIC NOVEL NO. 22

Writers: **Tom DeFalco** (Nos. 271-278)
Susan K. Putney (*Marvel Graphic Novel* No. 22)
Stan Lee (No. 275)
Charles Vess (No. 277)
Peter David (No. 278)
Jo Duffy (No. 278)
Christopher Priest (*The Spectacular Spider-Man* No. 111)

Illustrators: Bernie Wrightson (*Marvel Graphic Novel* No. 22)
Steve Ditko (No. 275)
Charles Vess (No. 277)

Pencilers/Layouts: **Ron Frenz** (Nos. 271, 273-277)
Sal Buscema (No. 272)
Mike Harris (No. 278)
Rich Buckler (*The Spectacular Spider-Man* No. 111)

Inkers/Finishers: Josef Rubinstein (Nos. 271, 273-275)
Kyle Baker (No. 272)
Tom Morgan (No. 274)
James Fry (No. 274)
John Romita (No. 274)
Russ Steffens (No. 274)
Jack Fury (No. 274)
Brett Breeding (No. 276)
Bob Layton (No. 277)
Vince Colletta (No. 278)
Many Hands (*The Spectacular Spider-Man* No. 111)

Letterers: Joe Rosen (Nos. 271-276, 278)
Art Simek (No. 275)
Rick Parker (Nos. 277, 278)
Janice Chiang (*The Spectacular Spider-Man* No. 111)
Jim Novak (*Marvel Graphic Novel* No. 22)

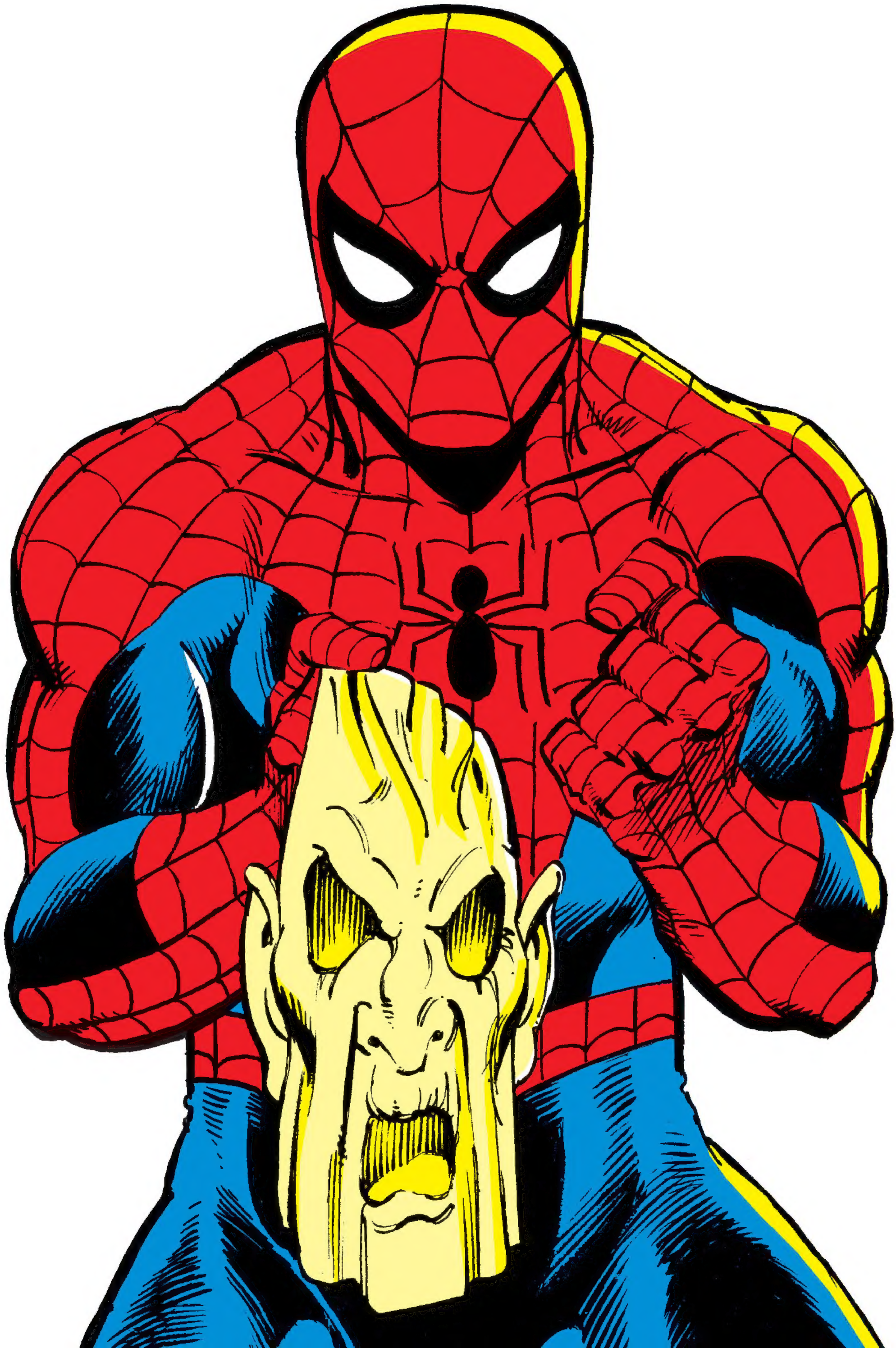
Colorists: Nel Yomtov (Nos. 271, 272, 275; *The Spectacular Spider-Man* No. 111)
Bob Sharen (Nos. 273, 277)
George Roussos (No. 274)
Uncredited as Doc Martin (No. 276)
Elaine Lee (No. 277)
Julianna Ferriter (No. 278)
Bernie and Michele Wrightson (*Marvel Graphic Novel* No. 22)

Editors: Christopher Priest (Nos. 271-278)
Jim Shooter (*The Spectacular Spider-Man* No. 111)
Archie Goodwin (*Marvel Graphic Novel* No. 22)
Margaret Clark (*Marvel Graphic Novel* No. 22)
Dan Chichester (*Marvel Graphic Novel* No. 22)

Color & Art Reconstruction: All Thumbs Creative (Nos. 271-278; *The Spectacular Spider-Man* No. 111)
Michael Kelleher & Kellustration (*Marvel Graphic Novel* No. 22)

Special Thanks: Nick Elkins, Mark Levy, Michael Kelleher & Guy Van Gompel

SPIDER-MAN CREATED BY STAN LEE & STEVE DITKO



MARVEL MASTERWORKS

CONTENTS

Introduction by Christopher Priest. . . . . *vi*

The Amazing Spider-Man #271, December 1985

"Whatever Happened to Crusher Hogan?" 1

The Amazing Spider-Man #272, January 1986

"Make Way for Slyde!" 23

The Amazing Spider-Man #273, February 1986

"To Challenge the Beyonder!" 46

The Spectacular Spider-Man #111, February 1986

"…And Then the Gods Cried." 70

The Amazing Spider-Man #274, March 1986

"Lo, There Shall Come a Champion!" 96

The Amazing Spider-Man #275, April 1986

"The Choice and the Challenge!" 128

The Amazing Spider-Man #276, May 1986

"Unmasked!" 166

The Amazing Spider-Man #277, June 1986

"The Rules of the Game!" 189

"Cry of the Wendigo" 200

The Amazing Spider-Man #278, July 1986

"If This Be Justice--" 212

Marvel Graphic Novel #22, 1986

"Hooky" 236

INTRODUCTION
BY CHRISTOPHER PRIEST

"Jim has two speeds: 'Meddle' and 'Ignore.'"
—The late and dearly beloved DC Comics writer/editor
Brian Augustyn, describing my editorial approach.

Here, in *The Amazing Spider-Man* #271, Tom DeFalco, Ron Frenz and Josef Rubinstein journey back to Spidey's first appearance to discover whatever became of the wrestler who grappled with him in *Amazing Fantasy* #15, discovering him to now be a huge Spidey fan, albeit one struggling economically. It is a great way to kick off this volume, which presents DeFalco/Frenz at their best: paying tribute to and preserving Spider-Man's legacy while defining what was, at the time, a thoroughly modern take on the character. Issue #271 seemed constructed to re-establish all of the Spider-Norms—Peter Parker's bevvy of insecurities in his personal, professional, and love life, struggles with time management, caring for (and being shamed by!) his aging aunt, dealing with his landlord, a Hobgoblin head feint (more on that later), using multi-tiered B and C-plots worthy of a *Seinfeld* episode, nine-panel pages and, oh my gosh, *thought balloons!*

This is classic Spider-Man in the worthiest of iterations. And nobody was better at it. (Well, okay, except maybe Stan and Steve.)

I didn't actually have much to do with the work in this volume. I mean, sure, I was there, I was seated behind a desk (technically a glass dining room table with a chrome base I bought from a discount furniture store), but anything great and awesome coming from this era (and there was a lot that was both) was mostly the work of Marvel's then-executive editor Tom DeFalco and his creative partner Ron Frenz. Conversely, most everything that missed the mark, and there was plenty of that, too, was more than likely my fault. There we all are, on *The Amazing Spider-Man* #275 page 30 (page 158 of this volume), eternally youthful and, for the moment at least, spared the relentless siege of comics publishing. To fans of the work, this all looks pretty easy and fun. It was rarely either.

As I've mentioned elsewhere, Jim Shooter, Marvel's editor-in-chief, wanted to make comics better and have them come out on time. In retrospect, I'm not sure what the man was thinking. There's this popular meme that has the words "Good," "Fast" and "Cheap" posted at three points of a triangle with the words "Choose Two" stacked in the center. Good comics fast was not cheap. Good comics cheap was definitely not fast.

I'm convinced we could manage two of the three, but making good comics come out on time was a really tall order from a really tall guy and Marvel had, up until then, really not been much of a place of order. In those days it was a lot more like a frat house, a place of children who'd refused to grow up. Halls echoed with laughter, groups of artists and writers wandering those halls in wild packs, along with the most eclectic collection of creative staffers one could possibly imagine. It is difficult to fully express my love affair with that place, at that time.

Prowling those halls on a daily basis was a wonderfully kind woman carrying the Clipboard of Doom. Virginia was the wife of our perhaps most dearly beloved of a champion class of mentors, the late great John Romita Sr. I honestly forgot that fact on many occasions and was occasionally startled to see them together waiting for the elevator, this man I so cherished and this woman I so feared. It was a lot like seeing a bowl of M&Ms at the dentist office. Virginia had the thankless task of updating the production schedule workflow, which was exactly like trying to teach cats how to moonwalk. She was Mom to us all, a perfect choice for the job of appearing in our doorway and admonishing us to tidy up our room.

I relied on Tom DeFalco's creative instincts to steer the Spider-Ship. Many of my days began on Tom's couch where we'd scarf bagels from the corner deli and gossip like old ladies. It was rarely a business meeting, although I recall the character of Slyde (*ASM* #272), a literally slippery bandit, was whimsically presented at one of those lounge sessions. I actually don't recall whose idea it was to make Slyde a Black male but I certainly thought it progressive if not daring for Marvel to permit Black guys to be villains outside of the 1970s blaxploitation model of Black heroes-vs-alarmingly offensively stereotypical Black baddies. I'm sure there was some concern about the company perhaps demonizing minorities, but, as an African American staffer, I'm sure I all but celebrated diversity within villainy, notable also with Manslaughter in #271 and Puma in #273.

Slyde was a great idea. It was beyond the power of most Marvel villains to actually hit Spider-Man, a character whose "Spider-Sense" and lightning reflexes permitted him to evade most harm. But Slyde was a guy Spidey literally could not get a grip on and so slippery Spidey's lunges would overshoot and land him in awkward places. I'm pretty sure I said, between gulps of coffee, "Sure, that's great." And that was the extent of my grand editorial powers.

Kyle Baker was an inker's assistant at the time who lent a unique photorealism to Our Pal Sal Buscema's guest art on "Make Way for Slyde!" Kyle was, at the time, a young artist full of potential who wowed us with every challenge we threw at him (perhaps most infamously the Glock-brandishing, cigarette-smoking Santa Claus on *The Spectacular Spider-Man* #112 cover). Of course, Kyle went on to much bigger things like *Why I Hate Saturn*.

My dim recollection is that I admired Tom's work a great deal and it really wasn't his writing or Ron's art that concerned me. It was Virginia's clipboard that was the source of all anxiety. Any disruptions in the creative chain owed mainly to the fact that, yes, there was a calendar, and that calendar, comprised of a latticework of extremely delicate interlocking deadline handoffs, was relentless.

Remember, in those days, there was no internet. No email, no digital anything. The Spider-Office was actually the first in the industry to use a personal computer, an Apple MacIntosh 512k Shooter bought with his own money, and the first to have "voicemail" (an answering machine I bought and installed). Before that there were relentlessly ringing analog phones (the loud kind with actual physical bells) and rows of clipboards hung on the wall. There was paper (and something called "carbon paper" placed between sheets of normal paper to make barely legible copies of things as you typed). There was FedEx, people running red lights to make it to FedEx before the ship cutoff deadline. Producing comics in the '80s involved very slow-turning wheels and any hiccup along the way threatened us all with certain deadline death.

I'm sure my OCD, now much worse at my advanced age, drove me to want to please all masters—most notably Marvel editor-in-chief Jim Shooter and Marvel's publishing schedule. This led to repeated attempts to develop systems of better ways to make the trains run on time. Those efforts led ultimately to the debut, in *Thor* #391, of an architect named Aloysuis P. Jamesly who had a penchant for tearing down buildings that were nearly complete. Jamesley was blatantly me; a mean-spirited Tuckerization by DeFalco and Frenz that, even I have to admit, was really funny in an insider kind of way. Fans might not find Jamesly all that amusing but he was an accurate and wickedly funny rip at me, and largely deserved.

The bowling ball dropped (if not hurled) into our scheduling punch bowl was *Secret Wars II.* I doubt I need to explain to anyone bothering to read this what a Marvel "Secret War" is. The wildly successful maxiseries concocted by Jim Shooter actually paid a lot of the bills in those days and made it possible for Marvel to keep lesser-selling titles alive a bit longer or launch new or experimental initiatives like *Epic Illustrated* and others. Money was the surest way to keep the suits out of Shooter's office and

wars that were secret usually produced quite a bit of it. So, of course, why not do a sequel.

Putting out a Spider-title written by DeFalco—Marvel's editorial underboss, a guy who was supervising virtually all of us and reading virtually everything while dragged kicking and screaming into virtually every meeting—was certainly hard enough. Now comes the freaking Beyonder—a godlike creature with a sense of naive curiosity—into our lives suddenly like a surprise visit from a disgruntled mother-in-law. *Secret Wars II* was, almost by definition, late to begin with, which the rest of us had to then react to in our books, making things catastrophically late. The best thing to come from *Secret Wars II* was the big sales numbers. Next to those, the best thing was the return of the Puma.

Tom and Ron's Thomas Fireheart was one of the most fascinating characters to be created out of our Spider-Office. Moving beyond the more typical pre-Claremontian "aggrieved back-bencher" roles minority characters had frequently been relegated to, Fireheart confounded stereotypes by being a thoughtful, level headed, wealthy industrialist who, despite his alter ego's ferociousness, nevertheless favored intellect over emotion. It was a completely refreshing take on minority characters in general and Native American characters in specific, albeit with the unfortunate Silver Age trope of giving Native American characters literal red skin. I can't say for certain why I allowed that, considering my disdain for the practice of giving Asian characters jaundice for some reason. I'm sure no one meant any insult by it, it was just how comics were color-coded within the limited palette of 64 colors available in those days. All Black people had one shade of brown.

Tangential to our Secret Wars crossover was *Spectacular Spider-Man* #111 which, in reviewing for this essay, I was startled to discover I myself had written it. Not exactly sure how or why that happened, but I'm certain Virgina's clipboard had something to do with it.

Today, Marvel is this weird, dark, super-secure fortress of whisperers where you can't make it to the elevators without the full S.H.I.E.L.D. body scan. A lot of that is an unfortunate but necessary capitulation to the times we live in. The fun of '80s Marvel, of the *zoo* that place used to be, saturates every page of this volume. If this book reads fun it was because, for the most part, working there *was* fun. So much so that many of us literally couldn't believe we were being paid to be there.

On my watch (and, yes, the most I actually did was watch), Tom and Ron evolved their take from a place of emulating Stan and Steve into a wonderfully unique modernization of that classic approach. I also can't emphasize enough how inker Josef Rubinstein's deft photorealistic line, an extrapolation of Dick Giordano, Stan Drake, Neal Adams and others, put the literal finishing touch on DeFalco/Frenz, delivering what was, at the time, a thoroughly modern homage to the classic Spidey tomes of Ditko and Romita. Looking back on it now, the book just wows me. It's gorgeous. It makes me wonder if Stan and Steve and John (and Gil) realized they were creating classic work which would stand the test of time.

I'd also like to note what an amazing cover designer Ron Frenz was. While I worked closely with artists on covers for other Spider-books, my recollection was Ron's submitted sketches simply hit the mark nearly every time if not every single time. Covers are consider "display art," which means there's a science to them that involves a lot of variables. The main thing is the cover needs to grab a reader's attention from at least six feet away while surrounded by a literal wall of competing alternatives. Ron had incredible design instincts. Nobody was sending him cover directions (at least I don't think I was), and he hit it out of the park month after month, creating some of the best Marvel covers (not just Spider-Man) of that era.

The second thing that strikes me, and forgive this mild criticism, here, the characters still look like the characters. Ron found his own Peter Parker and Mary Jane Watson, his own Aunt May and Robbie Robertson. But they were all still evocative of their Ditko/Romita/Kane looks. In more contemporary times I could be reading a Spider-Man comic and be jolted to realize a person speaking on the page is Peter or MJ. There's a freer interpretation of those core characters these days and, hey, maybe that's a good thing. But, here, it sure is nice to see them again and instantly know who these characters are.

Moving past *Secret Wars* we have the return of the Hobgoblin. The Hobgoblin was, of course, Roger Stern's roll-of-the-dice revisiting of Stan and Steve (and Gil Kane/John Romita's) Green Goblin. I'm sure I myself would not have been brave enough to attempt to follow such a classic milestone in Spider-History (*ASM* #122), but Stern and Co. pulled it off. They breathed new life and a fun mystery into the concept, which centered around the Hobgoblin's identity.

Over the years I have talked myself blue explaining to people that I wasn't working at Marvel when the Hobgoblin's identity was finally revealed (and later, revealed again). That wasn't my call. There's a lot of fingers pointing to the one-shot *Spider-Man vs. Wolverine,* written by myself and drawn by my longtime creative partner M.D. "Doc" Bright, but any Marvel continuity extrapolated from that volume was someone else's idea.

We also have the Spider-Trope of Peter quitting (he did that a lot), which I used as an excuse to reprint the classic origin story from *Amazing Fantasy* #15, lovingly restored in this volume from original art scans provided by the Library of Congress. *The Amazing Spider-Man* #275 wasn't exactly an anniversary issue but it was a multiple of 25 and that gave us any excuse to jack the cover price a bit by adding filler. But, what glorious filler this is. I love Tom's "I'm asking now" segue, which may or may not have been me meddling as this page references Mary Jane's scene with Peter after Gwen Stacy's death (*ASM* #121). We actually hadn't told the origin story in quite some time and it was a perfect fit here.

The wonderful writer/artist Charles Vess's "Cry of The Wendigo" was commissioned as an inventory story, I imagine for an Annual or anthology collection. It, along with a very quick lead story by DeFalco/Frenz, helped us meet *ASM* #277's deadline with a wonderfully offbeat change of pace highlighted by Charles' incredible cover art.

Finally, I've been writing horror comics for a few years now and can honestly tell you horror comics, my own included, really aren't scary anymore. That's mainly because Bernie Wrightson is no longer with us. Horror comics rely entirely and exclusively on the artwork to scare us. My horror comics are only as scary as my artist, the genre being more dependent upon the art than any other. Wrightson, perhaps best known for scaring the pants off of us with his work for Warren Publishing and the classic *Swamp Thing*, could literally bring our worst fears to life. There's not many left in the business who can do that, the wonderfully creepy Arthur Suydam being a noted exception.

I had absolutely nothing to do with Susan K. Putney and Wrightson's whimsical "Hooky," despite editor Archie Goodwin's kind consulting editor credit. If I looked at it at all I may have counted the webs on the mask or something. Archie, along with veteran writer/editor Jo Duffy, were at the wheel, both of whom had many more editorial miles on their respective odometers than I.

And that brings to a close this latest volume, some of the very best of '80s Spider-Man, now preserved in pristine archival format (at least until you wrinkle the pages by re-reading this over and over!). Thanks for allowing me to ramble on, now enjoy!

Christopher Priest
(Formerly James Owsley)
Winter 2024

MARVEL®

© 1985 MARVEL COMICS GROUP

TM

65¢
271
DEC
02457

APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN®

MAYHEM IS A MAN CALLED MAN-SLAUGHTER!

STAN LEE *PROUDLY PRESENTS:*

"WHATEVER HAPPENED TO CRUSHER HOGAN?"

SPIDER-MAN

"I'LL NEVER FORGET THE FIRST TIME I LAID EYES ON THE KID. I WAS APPEARING AT A WRESTLING EXHIBITION DOWN AT THE OLD ARMORY WHEN..."

$100 TO THE MAN WHO CAN STAY IN THE RING THREE MINUTES WITH CRUSHER HOGAN!

I'LL TRY FOR THAT HUNDRED DOLLARS, CRUSHER!

WELL, WELL, IF IT AIN'T A LITTLE MASKED MARVEL!

TOM DeFALCO
WRITER

RON FRENZ
PENCILER

JOSEF RUBINSTEIN
FINISHED ART

JOE ROSEN
LETTERER

NEL YOMTOV
COLORIST

JIM OWSLEY
EDITOR

JIM SHOOTER
EDITOR IN CHIEF

NOW JUST RELAX, SHORTY! I'LL TRY TO MAKE THIS AS PAINLESS AS POSSIBLE!

HEY!!

"IT WAS UNCANNY THE WAY HE MOVED! I WAS A WRESTLER -- A TRAINED PROFESSIONAL -- AND I COULDN'T LAY A HAND ON 'IM!"

HE AIN'T HUMAN! NOBODY CAN MOVE *THAT* FAST!

"AND STRONG? HE COULDN'T HAVE WEIGHED MORE'N 150 POUNDS SOAKING WET -- BUT HE WAS A LIVING POWERHOUSE!"

HOLD TIGHT, HOGAN! WE'RE GOING ON A LITTLE TRIP TOGETHER!

HEY! PUT ME *DOWN!*

2

YOU WIN, DO YOU HEAR? *YOU WIN!*

IF YOU SAY SO, CRUSHER!

SORRY I WAS SO ROUGH ON YOU, CRUSHER!

NO SWEAT, KID! YOU'RE *GOOD!* BUT YOU'VE STILL GOT A LOT TO LEARN BEFORE YOU'LL BE READY FOR THE BIG TIME!

WILL YOU TEACH ME?

SURE!

"WE USED TO PRACTICE EVERY DAY FOR HOURS ON END..."

CAN I TAKE A BREAK, CRUSHER?

NOT YET, KID! YOU GOTTA BUILD UP YOUR ENDURANCE--

--AS WELL AS YOUR SENSE OF BALANCE!

THESE AGILITY DRILLS WILL COME IN REAL HANDY SOMEDAY!

THEY MIGHT EVEN SAVE YOUR LIFE!

"THE KID WAS LIKE A SON TO ME! I COULDN'T DO ENOUGH FOR HIM..."

THAT WEBBED MASK YOU WEAR GAVE ME THE IDEA FOR THIS GIZMO!

HOPE YOU LIKE IT!

THWIPP

WOW! IT SHOOTS A THIN STRAND OF WEBBING THAT'S STRONGER THAN PIANO WIRE!

"FINALLY, THE DAY CAME WHEN HE WAS READY TO GO OUT ON HIS OWN..."

I'VE TAUGHT YOU ALL I KNOW, KID! THERE AIN'T ANY-MORE I CAN GIVE YOU... EXCEPT *THIS!*

A COSTUME ...FOR ME?

HE COULDN'T WAIT TO PUT IT ON-- AND IT FIT LIKE A GLOVE!

WHAT A DAY THAT WAS! I NEVER FELT SO PROUD IN MY ENTIRE LIFE!

THAT'S A REAL FINE STORY, CRUSHER!

IT'S ALL TRUE, BOBBY! I WOULDN'T LIE TO YOU!

I WASN'T ALWAYS A MOP-PUSHER, YOU KNOW...

...IN FACT, I ONCE HAD A SHOT AT THE *TITLE!*

GYM

I DON'T GET IT! WHY DOES A CONTENDER LIKE *BOBBY CHANCE* WASTE HIS TIME WITH AN OLD HAS-BEEN LIKE CRUSHER HOGAN?!

AH, HOGAN'S NOT SO BAD! HE JUST LIKES TO TELL SOME PRETTY TALL TALES!

DO YOU SEE MUCH OF *SPIDER-MAN* THESE DAYS?

WELL, HE'S USUALLY KIND'A BUSY... BUT HE NEVER FORGETS HIS OL' TRAINER!

HOGAN!!

HOW MANY TIMES HAVE I TOLD YOU NOT TO BOTHER THE FIGHTERS WITH YOUR STUPID STORIES?

GET BACK TO YOUR FLOORS!

EXIT

S-SORRY, MR. MANSLAUGHTER!

MANSLAUGHTER'S MY *FIRST* NAME, DUMMY! YOU CALL ME, "*MISTER* MARSDALE! THAT CLEAR?

Y-YES, SIR!

WAS THAT NECESSARY?

FORGET THAT BUM!

YOU AND I HAVE SOME REAL BUSINESS TO DISCUSS!

RUMOR HAS IT THAT YOU'RE NOT GOING TO RENEW YOUR CONTRACT WITH US!

LINCOLN FREED THE SLAVES...

...AND I FIGURED THAT INCLUDED BOXERS,TOO!

DON'T PUSH ME, KID! I USED TO BE IN THE RING MYSELF...BEFORE THEY BARRED ME!

TAKE MY ADVICE, AND RECONSIDER BEFORE YOU SIGN WITH SOMEONE ELSE! I'VE GROWN REAL FOND OF YOU, CHANCE!

I'D HATE TO SEE YOU DO ANY-THING THAT COULD SERIOUSLY JEOPARDIZE YOUR CAREER--

--AND YOUR HEALTH!

THINK IT OVER!

MINUTES LATER...

HOW DID YOUR MEETING GO WITH MR. CHANCE?

NOT GOOD!

HE WOULDN'T LISTEN TO REASON!

THAT'S A PITY! MR. CHANCE HAD SUCH A PROMISING CAREER AHEAD OF HIM!

YEAH, HE *HAD* A CAREER! PAST TENSE.

THE OTHER FIGHTERS LOOK UP TO CHANCE, MADAM FANG! WE CAN'T LET HIM GIVE THEM IDEAS!

I UNDERSTAND, MANSLAUGHTER. OUR OWN BUSINESS INTERESTS MUST COME FIRST.

I SHALL TRUST YOU TO DEAL WITH MR. CHANCE...

...IN THE USUAL MANNER!

THUNKK!

LISTEN! THERE'S SOMEONE OUT IN THE HALLWAY!

WHO WOULD DARE--?!

HOGAN!! WHAT ARE YOU DOING OUT HERE?!

SPYING ON US?!

N-NO, MR. MARSDALE! I WAS JUST FINISHING UP MY FLOORS!

YOU AIN'T WORTH THE EFFORT IT WOULD TAKE TO SMASH YOU!

GET OUT OF HERE! *BEAT IT!* AND KEEP YOUR MOUTH SHUT... IF YOU KNOW WHAT'S GOOD FOR YOU!

SHORTLY...

BOBBY'S IN REAL TROUBLE! MANSLAUGHTER AND MADAM FANG ARE PLANNING TO CRIPPLE HIM...OR WORSE!

THEY'VE DONE IT TO OTHER FIGHTERS WHO'VE DEFIED THEM!

I WISH I COULD WARN HIM... BUT I DON'T DARE!

MANSLAUGHTER WOULD *KILL* ME!

THE OTHER GUYS AT THE GYM TREAT ME LIKE A BAD JOKE!

BOBBY'S DIFFERENT! HE'S MY FRIEND!

HOW CAN I LET THEM HURT HIM?

I'M SO CONFUSED! I REALLY WANT TO HELP BOBBY... BUT I'M AFRAID TO GET INVOLVED!

I WISH THOSE DUMB STORIES OF MINE WERE TRUE! I WISH I REALLY DID KNOW SPIDER-MAN!

HE'S ALWAYS BEEN MY HERO! I MET HIM ONCE--YEARS AGO--WHEN HE WAS JUST STARTING OUT--BUT I'M SURE HE DOESN'T REMEMBER ME!

HE'D KNOW HOW TO HANDLE MANSLAUGHTER AND MADAM FANG! HE'D KNOW WHAT TO DO!

SPIDER-MAN ALWAYS KNOWS WHAT TO DO!

MEANWHILE, ELSEWHERE...

OH, NO! WHAT AM I GOING TO DO NOW?

I WAS AFRAID SOMETHING LIKE THIS WOULD HAPPEN!

THE GIRLS WHO LIVE IN THE APARTMENT NEXT TO MINE ARE SUN-BATHING ON THE ROOF!

I CAN'T SNEAK INTO MY BATHROOM SKYLIGHT! AND I DON'T HAVE ANY CIVVIES ON ME!

NUTS! CAN'T JUST WALK THROUGH THE FRONT DOOR IN MY UNDERWEAR!

I GUESS I'M JUST GOING TO HAVE TO KEEP WEB-SWINGING AROUND TOWN UNTIL THE SUN GOES DOWN.

UNLESS...

LOOK--! BATS!!

EEK! DON'T LET THEM GET INTO YOUR HAIR!

RUN! HURRY--

"-- WE'VE GOT TO GET OUT OF HERE!"

SLAMM

I DON'T BELIEVE THAT CRAZY STUNT REALLY WORKED!

BATS--!

GIVE ME A BREAK!

MOMENTS LATER...

I GATHERED UP ALL THE WEBBING I USED TO MAKE THE BATS, AND STUCK IT BENEATH THE BUILDING'S CORNICE!

I DIDN'T WANT TO TAKE THE CHANCE OF ANYONE FINDING IT BEFORE IT COULD ALL EVAPORATE!

SOMETHING TELLS ME I'M GOING TO HAVE TO BE A WHOLE LOT MORE CAREFUL ABOUT USING THAT BATHROOM SKYLIGHT IN THE FUTURE!

WITH LUCK, IT'LL BE A FEW WEEKS BEFORE THOSE GIRLS VENTURE OUT ON THE ROOF AGAIN--

--BUT I'LL HAVE TO BE READY FOR THEM WHEN THEY DO!

MAYBE I SHOULD START LEAVING A WINDOW UNLOCKED...

NAH! I'D FEEL LIKE A REAL FOOL IF SOMEONE RIPPED OFF MY APARTMENT WHILE I WAS OUT AS SPIDER-MAN!

HEY! I'VE GOT TO REMEMBER TO CALL MY AUNT MAY TONIGHT!

BWAM! BWAM!

OPEN UP, PARKER! I KNOW YOU'RE IN THERE!

I RECOGNIZE THAT VOICE, AND IT MEANS TROUBLE...

HI, MRS. MUGGINS! HOW'S THE WORLD'S MOST BEAUTIFUL LANDLADY THIS EVENING?

SAVE THE SNAKE OIL, PARKER! I HEARD THOSE YOUNG GIRLS *SCREAMING* A LITTLE WHILE AGO!

WHAT DID YOU DO TO THEM?

ME?!

DON'T PLAY MR. SWEET AND INNOCENT WITH ME, BUSTER! I KNOW YOUR TYPE!

I HAVEN'T FORGOTTEN THAT SCREAMING FIT YOU HAD THE OTHER NIGHT! *

*WEB OF SPIDEY #7--OWZ.

PERVERT!

BY THE WAY, YOUR RENT IS DUE NEXT WEEK!

I EXPECT IT ON TIME, FOR A CHANGE!

WHEW! THAT WOMAN REALLY WEARS ME OUT!

BUT I'M GLAD SHE REMINDED ME ABOUT THE RENT!

I'VE GOT TO COME UP WITH SOME CASH--AND FAST!

I GUESS I COULD ALWAYS HOCK THIS LITTLE BABY--

--THE NOTEBOOK WHICH I APPROPRIATED WHEN *THE BEYONDER* TRANSFORMED A PARK AVENUE SKYSCRAPER--AND EVERYTHING IN IT--INTO SOLID GOLD!*

*SEE THE SECRET WARS II LIMITED SERIES AND WEB OF SPIDER-MAN #6 FOR DETAILS --OWZ!

IT'S HARD TO BELIEVE THIS LITTLE HUNK OF METAL COULD SOLVE ALL OF MY MONEY PROBLEMS!

I AM GETTING BETTER AND BETTER

BUT I JUST CAN'T BRING MYSELF TO USE IT!

I STILL FEEL GUILTY ABOUT TAKING IT IN THE FIRST PLACE...EVEN THOUGH I FOUND IT IN A TRASHCAN!

KNOCK! KNOCK!

THERE'S THE DOOR AGAIN! WITH MY LUCK, IT'S MRS. MUGGINS WITH THE NEW YORK VICE SQUAD!

A NICE THING ABOUT THIS NOTEBOOK IS THAT I CAN LEAVE IT IN PLAIN SIGHT!

IT'S SO OSTENTATIOUS, NO ONE WOULD EVER BELIEVE THAT IT'S REAL GOLD!

MARY JANE WATSON!

SURPRISED, TIGER? YOU SHOULD BE! I HAVEN'T SEEN YOU IN A LONG WHILE, SO I THOUGHT I'D DROP BY!

I'M IN THE MOOD TO CELEBRATE TONIGHT! I JUST GOT A RAISE AT MY MODELING GIG!

THAT'S GREAT NEWS, PRETTY LADY!

TELL ME ABOUT IT!

WHY DON'T YOU SLIP INTO SOMETHING A LITTLE LESS COMFORTABLE, AND COME OUT TO DINNER WITH ME?

MY TREAT!

YOU DON'T HAVE TO ASK ME TWICE!

YOU KNOW, PETEY, THIS COULD BE A REALLY NICE APARTMENT...

...IF YOU'D ONLY PUT A LITTLE MONEY INTO IT!

YOU'D BE AMAZED WHAT A NEW COAT OF PAINT COULD...

I DON'T BELIEVE IT!

IT'S GOLD! SOLID GOLD!

OH, GREAT!

DON'T BE RIDICULOUS, MARY JANE! WHO IN HIS RIGHT MIND WOULD OWN A SOLID GOLD NOTEBOOK?!

B-BUT I KNOW GOLD WHEN I SEE IT! FEEL IT!

NONSENSE! IT'S ONLY A CHEAP NOVELTY ITEM!

B-BUT... B-BUT...

TRUST ME, LADY! YOU'RE DELIRIOUS WITH HUNGER!

YOUR BODY CRAVES FOOD!

JUST THEN, IN FOREST HILLS...

BRRINGG!

COULD YOU ANSWER THAT, NATHAN?

IT MIGHT BE MY NEPHEW!

I WOULDN'T GET YOUR HOPES UP, MAY! PETER DOESN'T USUALLY PHONE AT THIS HOUR!

IN FACT, HE RARELY PHONES AT ALL!

POOR MAY! SHE REALLY DOTES ON HER NEPHEW, BUT HE DOESN'T CARE! HE'S SO BUSY LIVING HIS OWN LIFE-- THAT HE NEVER SEEMS TO HAVE ANY TIME FOR HER!

IT ISN'T FAIR SHE DESERVES BETTER! WHERE'S HIS SENSE OF RESPONSI-BILITY?!

HELLO--?

THAT YOU, LUBENSKY?

HOW'RE THE LEGS?

W-WHO... IS THIS?

I'M SURE YOU RECOGNIZE MY VOICE, OL' BUDDY! YOU USE TO HEAR IT OFTEN ENOUGH!

H-HOW DID YOU FIND ME?

ONE OF MY BOYS SPOTTED YOU ON THE STREET!

YOU AND I STILL HAVE SOME OLD BUSINESS TO STRAIGHTEN OUT, OL' BUDDY! MEET ME TO-MORROW NIGHT--AT THE USUAL PLACE AND TIME--

:KLIK:

B-BUT... BUT...

IS SOMETHING WRONG, NATHAN? WHO WAS THAT?

ER... NOBODY...

...NOBODY YOU'D EVER WANT TO KNOW!

EARLY THE NEXT DAY...

Katy's PAINT & HARDWARE Boutique

I STILL DON'T KNOW HOW I LET YOU CON-VINCE ME TO BUY ALL OF THESE PAINT-ING SUPPLIES!

I CAN BE VERY PERSUASIVE, MR. PARKER!

BESIDES, IT WAS A GREAT SALE!

SOME SALE! I STILL COULDN'T AFFORD TO PAY FOR ALL THIS JUNK! WE HAD TO PUT IT ON YOUR CHARGE CARD!

RELAX, TIGER! THE BILLS WON'T COME DUE FOR THIRTY DAYS! I'M SURE WE'LL WORK OUT A SETTLEMENT BEFORE THEN!

C'MON, WE'RE ONLY A FEW BLOCKS FROM WHERE I WORK!

AND SO, A FEW MINUTES LATER...

CHECK IT OUT! I'LL BET YOU DIDN'T REALIZE THAT I WAS MODELING FOR ONE OF THE FASHION INDUSTRY'S MOST EXCLUSIVE DESIGNERS!

KINGSLEY LIMITED?! YOU WORK FOR RODERICK KINGSLEY?

KINGSLEY LTD.

THAT'S THE MAN!

HATE TO RUN OUT ON YOU, HANDSOME, BUT I'VE GOT TO GET READY FOR A RUNWAY SHOW!

I'LL CATCH YOU LATER ON IN THE WEEK TO HELP WITH THE HOUSE PAINTING!

I WONDER HOW MUCH MARY JANE REALLY KNOWS ABOUT HER BOSS?

I'VE HAD A FEW RUN-INS WITH KINGSLEY IN THE PAST, HE ISN'T THE WORLD'S MOST REPUTABLE BUSINESSMAN!

I DON'T TRUST HIM!

AND I DON'T LIKE THE IDEA OF MJ WORKING FOR HIM!

I RECOGNIZE THAT YOUNG MAN--! HE'S A PHOTOGRAPHER FOR THE *DAILY BUGLE!* WHY IS HE SNOOPING AROUND HERE?

A SHORT TIME LATER...

DAILY BUGLE

BEST OF LUCK ON THE NEW CAREER, PARKER...

...YOU'RE BOUND TO BE A BETTER HOUSE PAINTER THAN YOU WERE A FREE-LANCE PHOTOGRAPHER!

YOU COULDN'T BE WORSE!

VERY FUNNY, SLATTERY!

HAVE YOU SEEN BETTY LEEDS? I WAS HOPING SHE COULD TURN ME ON TO AN ASSIGNMENT!

HMM! THERE SHE IS -- BUT I DON'T THINK SHE WANTS TO BE DISTURBED NOW!

SHE SEEMS TO BE HAVING ANOTHER ARGUMENT WITH HER HUSBAND NED!

THEIR MARRIAGE HAS BEEN UNDER A REAL STRAIN LATELY! NED'S AN INVESTIGATIVE REPORTER WHO OFTEN GOES UNDERCOVER FOR WEEKS AT A TIME--AND BETTY'S GETTING TIRED OF SITTING ON THE SIDELINES!

HEY! MY SPIDER-SENSE IS SUDDENLY SIGNALING DANGER! WHAT COULD POSSIBLY--?

HOW'S IT GOING... ...PARKER?!

WOW! ARE YOU ALWAYS SO JUMPY?

I'VE NEVER SEEN ANY-ONE MOVE SO FAST!

LANCE BANNON! WHY DID YOU SNEAK UP ON ME?

JUST HAVING SOME FUN... AT YOUR EXPENSE!

I LIKE KEEPING THE COMPETITION OFF BALANCE!

HOW'VE YOU BEEN?

BUSY! THE NEW CITY EDITOR-- KATHRYN CUSHING --IS DEFINITELY HOT FOR MY DISTINCTIVE CAMERA SHOT!

HAVEN'T HAD A FREE DAY IN WEEKS! IN FACT, I WAS PLANNING ON A NIGHT OFF, BUT SHE JUST HIT ME WITH AN-OTHER ASSIGN-MENT!

SOUNDS ROUGH.

HEY, I DESERVE SOME PARTY TIME!

ANY CHANCE OF YOU FILLING IN FOR ME TONIGHT? I COULD CLEAR IT WITH THE BOSS LADY, AND FILL YOU IN ON THE DETAILS LATER!

WELL, I *COULD* USE THE WORK...

GREAT!

MOMENTS LATER...

CUSHING WASN'T THRILLED BY THE SUBSTITUTION, BUT THE JOB'S MINE... *UH-OH!*

NED, *WAIT!* WE HAVE TO TALK!

NOT NOW, BETTY! I HAVE WORK TO DO!

SHORTLY...

BRRRING! BRRRING!

HOLD ON! I'M COMING--!

BRRRING! BRRRING!

HELLO--?

PETER, THANK GOOD-NESS!

AUNT MAY?! WHAT'S WRONG?

IT'S NATHAN! HE RECEIVED A CALL YESTERDAY WHICH UPSET HIM TERRIBLY!

SOMETHING'S WRONG, BUT HE WON'T TELL ME WHAT!

HE'S PLANNING TO MEET SOME PEOPLE TO-NIGHT!

COULD YOU KEEP AN EYE ON HIM?

TONIGHT?

PETER, *PLEASE!* I'M SO FRIGHTENED FOR HIM!

ELSEWHERE, AT THAT VERY MOMENT...

IS EVERYTHING ARRANGED?

TO PERFECTION, MADAM FANG!

MY ASSOCIATES AND I WILL SPEAK TO CHANCE TONIGHT-- WHILE THE OTHER FIGHTERS ARE TAKING THEIR DINNER BREAK!

WE'LL HAVE THE PLACE COMPLETELY TO OURSELVES!

I DO HOPE MR. CHANCE WILL LISTEN TO REASON.

IT WOULD BE A PITY TO WASTE SUCH A SPLENDID ATHLETE!

WOULDN'T IT, THOUGH?

SOON...

OUT OF MY WAY, HOGAN! I GOT THINGS TO DO!

YES, SIR!

I HOPE YOU'VE BEEN KEEPING YOUR TRAP SHUT!

Y-YOU CAN COUNT ON ME, SIR!

GOOD! I'D REALLY HATE TO WASTE *YOU*, EITHER!

HE'S GONNA HURT BOBBY! MAYBE EVEN KILL HIM! BUT WHAT CAN I DO? I AIN'T NO HERO!

IT AIN'T MY RESPONSIBILITY TO STICK MY NECK OUT...

HOW'S IT GOING, CRUSHER? I HAVEN'T SEEN YOU AROUND LATELY!

SAY, ARE YOU ALL RIGHT? YOU DON'T LOOK SO GOOD!

I FEEL FINE! JUST GOT A LOT OF WORK TO DO!

HEY, LET ME KNOW IF THERE'S ANYTHING I CAN DO TO HELP YOU OUT!

YOU HEAR ME, CRUSHER?

YEAH, I HEAR YA...

LATER...

THIS IS RIDICULOUS!

I FEEL LIKE A FIRST CLASS HEEL FOR SPYING ON NATHAN!

THE POOR GUY'S PROBABLY ON HIS WAY TO A SECRET PINOCHLE GAME!

BUT, WHAT COULD I DO? MY AUNT MAY ASKS SO LITTLE OF ME! HOW COULD I REFUSE HER?

OF COURSE, LANCE BANNON MAY NEVER SPEAK TO ME AGAIN!

HE WAS FURIOUS WHEN I CALLED TO CANCEL OUT ON HIM!

I COULD HAVE REALLY USED THE MONEY FROM THAT PHOTO ASSIGN-MENT, TOO!

INSTEAD, I'VE GOT TO WASTE MY TIME ON A FOOL'S ERRAND!

MEANWHILE...

GYM

PWAP! PWAP! PWAP!

PWAP! PWAP! PWAP!

HEY, BOBBY! YOU GOT A MINUTE--?

HI, CRUSHER! WHAT ARE YOU STILL DOING HERE?

WE GOTTA TALK, KID! YOU'RE IN TROUBLE! *BIG* TROUBLE!

BUT YOU AIN'T GONNA HAVE TO FACE IT ALONE!

THAT'S REAL TOUCHING, HOGAN!

IT'S A SHAME YOUR WARNING'S COME A BIT LATE!

MOVE OUT, HOGAN! I'LL DEAL WITH YOU LATER!
Y-YES, SIR!
WHAT'S THIS ALL ABOUT, MAN-SLAUGHTER?
ALL IN GOOD TIME, MR. CHANCE!
I CAN GET FREE OF ALL THIS--! ALL I GOTTA DO IS FORGET BOBBY, AND KEEP WALKING!
YEAH, I CAN DO THAT ALL RIGHT...
FWAM!
SURRRE, I CAN!
RUN, BOBBY! RUN!
BWAM! BWAM!
GUNSHOTS!
SOMEBODY MAY BE IN TROUBLE!
OH, GREAT! SO, WHAT AM I SUPPOSED TO DO NOW?!
SHEESH! IT'S TIMES LIKE THESE WHEN I WISH THAT RADIOACTIVE SPIDER HAD BITTEN SOMEONE ELSE!
THAT WAS A REAL DUMB STUNT, HOGAN!
YOU AND CHANCE ARE GONNA PAY FOR IT, TOO!
YOU WON'T GET AWAY WITH THIS, MANSLAUGHTER!
OH, YEAH? WHO'S GONNA STOP ME--?!
KER-PLEESH!
I DO BELIEVE THAT'S MY CUE!
IT'S... SPIDER-MAN?!
SPIDER-MAN?!
THIS NIGHT MIGHT NOT BE A TOTAL LOSS, AFTER ALL! MY AUTOMATIC CAMERA'S ALREADY CLICKING AWAY!
WITH ANY LUCK, I'LL SCORE SOME PIX WHICH I CAN SELL TO THE BUGLE!

I PLANTED A SPIDER-TRACER ON NATHAN'S CAB SO THAT I COULD FIND HIM LATER!

THANKS FOR INVITING ME TO YOUR WORKOUT, FELLAS!

KAK!

KA!

I NEED THE EXERCISE!

WE COSTUMED ADVENTURERS HAVE TO STAY IN SHAPE, Y'KNOW!

DON'T KNOW WHAT'S GOING DOWN HERE, BUT IT'S A SAFE BET THAT THE BADDIES ARE--

--THE GOONS WITH THE GUNS!

THWIPP

YAHOO!

CUT IT LOOSE, BOBBY! WE'RE GONNA MAKE IT!

BYO IN UK!

BELIEVE IT, CRUSHER! MANSLAUGHTER'S ABOUT TO GO-- OW!!

BUST YOUR HAND, KID? TOO BAD.

I SHOULD'A WARNED YOU THAT YOU CAN'T HURT ME!

WH-WHAT ARE YOU TALKING ABOUT?

I HAD ME AN OPERATION A FEW YEARS BACK TO BLOCK THE PAIN... ALL PAIN!

NOBODY CAN HURT ME NOW!

SWAT!

NOT EVEN HIM!

MEANWHILE...

YOU'RE LATE!

I'M SURPRISED AT YOU, OL' BUDDY! I THOUGHT YOU'D KNOW BETTER THAN TO KEEP US WAITING!

CAN'T WASTE MUCH MORE TIME HERE! HAVE TO GET BACK TO NATHAN!

UH-OH! BEHIND ME--!

DON'T SWEAT IT, SPIDEY! I GOT 'IM!

THANKS, PAL! I...

HEY! YOU LOOK FAMILIAR!

I WAS HOPING YOU'D REMEMBER!

THWIPP

OF COURSE! YOU'RE--

KA-BWONKK!

PAY ATTENTION, WISE GUY!

THIS IS A *FIGHT*, NOT A HIGH SCHOOL REUNION!

WHOM!

SO YOU'RE SPIDER-MAN! I'M NOT IMPRESSED.

YOU STUCK YOUR NOSE INTO SOMETHING THAT DOESN'T CONCERN YOU TONIGHT!

YOUR NOSE IS FORFEIT!

SO'S THE REST OF YOU!

YOU SHOULDN'T HAVE RUN OUT ON ME, OL' BUDDY!

IT MAKES ME LOOK BAD WHENEVER ANYONE WELCHES ON A DEBT!

I *TRIED* TO PAY YOU, BUT I JUST COULDN'T RAISE ALL THE MONEY I OWED!

MAYBE YOU JUST DIDN'T TRY HARD ENOUGH! MAYBE YOU LACKED *MOTIVATION!*

MY ASSOCIATES CAN PROVIDE YOU WITH PLENTY OF THAT--!

N-NO! PLEASE! DON'T--!!

LOU + CHRIS

ROBERTA

DON'T..!!

BRAD EATS IT!

SOLID GOLD

YOU'RE FAST! GOT SOME GOOD MOVES, TOO!

BUT I JUST HAVE TO CONNECT ONCE, AND YOU'RE *HISTORY!*

HISTORY?!

S'FUNNY, I ALWAYS THOUGHT OF MYSELF MORE AS A *RECESS* TYPE OF GUY!

YOU KNOW, THE TIME FOR FUN AND GAMES!

PWAK!

SURPRISED TO SEE ME STILL STANDING?

YOU SHOULD'VE KNOWN THAT IT WOULD TAKE MORE THAN ONE LUCKY PUNCH TO PUT ME AWAY!

A GUY CAN ALWAYS DREAM, CAN'T HE?!

MAYBE YOU SHOULD TRY LIVING IN THE REAL WORLD!

FACE IT! YOU CAN'T HURT A MAN WHO CAN'T FEEL PAIN!

WHO'S TRYING TO HURT YOU? I JUST WANNA PUNCH YOUR LIGHTS OUT!

MANSLAUGHTER'S RIGHT! NO ONE CAN BEAT HIM!

I GOTTA DO SOMETHING BEFORE SPIDEY GETS HURT--

HOGAN, NO--!

DON'T WORRY, WEB-SWINGER! I AIN'T GONNA LET THIS OLD STUMBLE-BUM RUIN OUR FUN!

FWAPP!

NO!!

THAT DOES IT! I'M TIRED OF PLAYING GAMES WITH YOU LOUDMOUTH!

I WANT TO SEE HOW TOUGH YOU REALLY ARE! *GO AHEAD!* TAKE YOUR BEST SHOT--!

MISTER, YOU'RE GONNA REGRET THIS FOR THE REST OF YOUR LIFE--ALL TEN SECONDS OF IT!

DON'T FLATTER YOURSELF, TOUGH GUY! YOU MAY BE GOOD BY NORMAL STANDARDS, BUT YOU DON'T HAVE THE PROPORTIONATE STRENGTH AND SPEED OF A SPIDER!

SWAK!

ARGGH!

I USUALLY PULL MY PUNCHES IN A FIGHT, BUT I'M MORE THAN WILLING TO MAKE AN EXCEPTION IN YOUR CASE!

PA-THAK!

BOY, IT FEELS GOOD TO CUT LOOSE LIKE THAT EVERY ONCE IN A WHILE!

MY PLAYMATE'S OUT COLD! GUESS THE CONCUSSIVE FORCE OF MY PUNCH WAS A LITTLE MORE THAN HE BARGAINED FOR!

YOU GUYS ALL RIGHT?

A LITTLE BRUISED, BUT WE'LL HEAL! WE OWE YOU OUR LIVES!

GOSH, SPIDER-MAN, THIS IS A REAL HONOR! CRUSHER TOLD ME ALL THE STORIES ABOUT HOW YOU TWO FIRST MET, AND HE TRAINED YOU, AND GAVE YOU YOUR FIRST COSTUME!

TRAINED ME? I ONCE WRESTLED HOGAN FOR ALL OF FIVE MINUTES-- AND THAT WAS YEARS AGO!*

*IT HAPPENED IN THE VERY FIRST SPIDER-MAN STORY IN *AMAZING FANTASY* #15 -- OWZ!

AW, WHAT THE HECK!

YEAH, I LEARNED A LOT FROM OLD CRUSHER!

TH-THANKS, SPIDEY... I REALLY APPRECIATE YOU SAYING THAT! MORE THAN YOU CAN IMAGINE!

I BELIEVE YOU.

A FEW MINUTES LATER...

HEY!! LOOK WHO JUST LEAPED OUT THAT WINDOW!

GYM

I DON'T BELIEVE IT! WHAT'S *HE* DOING HERE?

THERE'S ONLY ONE WAY TO FIND OUT!

WHAT THE--?!

THIS PLACE LOOKS LIKE A HURRICANE HIT IT!

A HURRICANE NAMED ...*SPIDER-MAN!*

YOU GUYS ALREADY MISSED THE MAIN EVENT!

MANSLAUGHTER AND A FEW OF HIS LEG-BREAKERS CAME TO RENEGOTIATE MY CONTRACT TONIGHT!

I'M REAL GLAD I HAD CRUSHER AND HIS PAL IN MY CORNER!

HIS "PAL"--?!

TO THINK I DOUBTED ALL THOSE STORIES--!

YOU REALLY DO KNOW SPIDER-MAN!

PUT IT THERE, PAL!

EARLY THE NEXT MORNING...

WHAT A NIGHT!

CAN'T BELIEVE I RAN INTO CRUSHER HOGAN AFTER ALL THESE YEARS!

I'M GLAD I COULD HELP HIM OUT!

I EVEN MANAGED TO SHOOT SOME PIX WHICH I CAN SELL TO THE DAILY BUGLE!

THINGS FINALLY SEEM TO BE GOING MY WAY FOR A CHANGE!

UNFORTUNATELY, I DID LOSE NATHAN LUBENSKY LAST NIGHT! HE WAS LONG GONE BY THE TIME I CAUGHT UP TO HIS CAB!

NOK! NOK!

OH, WELL, CAN'T WIN THEM ALL!

PETER... I DIDN'T EXPECT TO SEE YOU.

ARE YOU ALL RIGHT, AUNT MAY? YOU LOOK LIKE YOU'VE BEEN CRYING!

IT'S NATHAN...

HE'S IN THE HOSPITAL!

HE WAS SEVERELY BEATEN LAST NIGHT!

WHAT--?!

I THOUGHT YOU WERE GOING TO KEEP AN EYE ON HIM LAST NIGHT.

AUNT MAY, I... I...

SAVE YOUR EXCUSES, PETER. I DON'T HOLD YOU RESPONSIBLE FOR WHAT HAPPENED, AND YOU MUSTN'T BLAME YOURSELF.

I REALIZE NOW THAT YOU WERE ONLY HUMORING ME.

YOU HAVE YOUR OWN LIFE TO LEAD...

...AND THE FEARS OF A SILLY OLD WOMAN JUST DON'T PLAY A VERY IMPORTANT PART IN THAT LIFE.

SHE'S RIGHT! I SHOULD HAVE TAKEN HER MORE SERIOUSLY--!

I COULD HAVE PROTECTED NATHAN!

BUT, THEN, WHAT WOULD HAVE HAPPENED TO CRUSHER HOGAN AND BOBBY CHANCE?!

ISN'T THERE ANY WAY I COULD HAVE WON? OR WAS I DESTINED TO LOSE NO MATTER WHAT CHOICE I MADE?

IS THAT THE PRICE I MUST ALWAYS PAY FOR BEING... *SPIDER-MAN?!*

NEXT ISSUE:

THE EXCITEMENT CONTINUES AS A NEW SUPER-THREAT ENTERS THE EVER-TEMPESTUOUS LIFE OF THE WORLD'S MOST FAMOUS WEB-SWINGER! DON'T MISS--

"MAKE WAY FOR SLYDE!"

MARVEL®

© 1985 MARVEL COMICS GROUP

TM

65¢
272
JAN
02457

APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN®

THINK YOU'VE GOT ME, EH, WEBHEAD? WELL...

F/R

...MAKE WAY FOR...

SLYDE!

STAN LEE *PRESENTS*

SPIDER-MAN

MAKE WAY FOR SLYDE!

WHAT THE--?!

TOM DeFALCO WRITER | SAL BUSCEMA PENCILER | KYLE BAKER FINISHED ART | JOE ROSEN LETTERER | NELSON YOMTOV COLORIST | JIM OWSLEY EDITOR | JIM SHOOTER EDITOR IN CHIEF

W-WHO IS THIS CLOWN? HE SEEMS TO BE SLIDING ACROSS THE FLOOR AS IF IT WERE A SHEET OF ICE!

Y'ALL BE COOL, AND NOBODY GETS HURT!

OH, MYYYY--!

HUSTLE IT UP, DUDE! I'M A BUSY MAN.

YOUR GUN LOOKS AWFUL LOT LIKE A TOY PISTOL, MISTER!

HONG KONG

IT SURE DO! THERE'S A EASY WAY TO FIND OUT IF IT'S REAL-- IF YOU DON'T MIND ME BLOWING A HOLE THROUGH YOU!

N-NEVER MIND!

GOOD DECISION, MAN! IT'S ONE YOU CAN LIVE WITH!

HUG THE CEILING, SUCKER!

YOU'RE GOING NOWHERE!

HEY, NO PROBLEM!

YOU WANT MY GUN? *HERE--!*

SMART BOY WAS RIGHT! IT IS A TOY!

NOW'S MY CHANCE! GOT TO POUR ON THE SPEED--

OMIGOSH! NEVER SAW ANYONE MOVE SO FAST! HE BOWLED OVER ANDY BEFORE HE COULD REACT!

WHAT DO I DO NOW? CAN'T SHOOT AN UNARMED MAN!

YOU'RE HESITATING, GUY! THAT'S BAD...

...ESPECIALLY WHEN YOU'RE UP AGAINST A DUDE AS SLICK AS MYSELF!

I DON'T BELIEVE IT! HE WAS IN MY ARMS, BUT I COULDN'T GET A GRIP ON HIM!

HE JUST SLIPPED FREE!

NOT BAD! MADE A NICE HAUL FOR ONLY A FEW MINUTES WORK!

THE CRIMINAL LIFE HAS A LOT TO RECOMMEND IT!

OF COURSE, IT'D BE MORE FUN--AND MUCH SAFER IF THE OPPOSITION WERE ARMED WITH TOY GUNS, TOO!

MEANWHILE, NOT FAR AWAY...

FWOPP!

THIS REALLY ISN'T NECESSARY, BOYS!

YOU CAN SAVE YOURSELVES A WORLD FULL OF HURT IF YOU JUST TELL ME WHAT I WANT TO KNOW!

AN OLD MAN WAS SEVERELY BEATEN IN THE ALLEY BEHIND THIS PLACE LAST NIGHT!

IT HAD ALL THE MARKINGS OF A PROFESSIONAL JOB!

WHO DID IT, AND *WHY*?!

W-WE DON'T KNOW, MAN!

W-WE WERE OUT BOOSTING A LIQUOR STORE IN THE BRONX WHEN IT ALL WENT DOWN!

WHAT--?! OF ALL THE LUCK! I OVERHEARD THESE CLOWNS BRAGGING ABOUT THE JOB THEY'D SCORED LAST NIGHT, AND I JUST ASSUMED--!

UH-OH! MY SPIDER-SENSE IS WARNING ME OF DANGER!

WOW! IF THAT POOL CUE HAD CONNECTED--!

I DON'T KNOW WHO'S AT THE OTHER END OF IT, BUT I'M NOT IN A FORGIVING MOOD TODAY!

GET OUTTA MY PLACE, YA WALL-CRAWLING CREEP! I RUN A CLASSY JOINT HERE!

;SHEESH! SOMEHOW I DON'T THINK THIS SORT OF THING EVER HAPPENS TO A GUY LIKE *DAREDEVIL*!

MOMENTS LATER...

I'M SURE THE POLICE APPRECIATED MY ANONYMOUS PHONE TIP ON WHERE THEY CAN PICK UP THE GUYS WHO KNOCKED OFF THAT BRONX LIQUOR STORE--

FLO'S POOL HALL

POOL

--BUT THAT DOESN'T DO ME ANY GOOD!

I STILL DON'T KNOW WHO ROUGHED UP *NATHAN LUBENSKY* LAST NIGHT!*

MY AUNT MAY KNEW HER FIANCE WAS IN DANGER! SHE BEGGED ME TO KEEP AN EYE ON HIM!

BUT I DIDN'T LISTEN!

*IT HAPPENED LAST ISSUE --OWZ!

WHILE I WAS OUT PLAYING HERO, A GANG OF THUGS WORKED NATHAN OVER REAL BAD!

IT'S MY FAULT! I SHOULD HAVE BEEN THERE TO PROTECT HIM!

I FAILED NATHAN ...JUST LIKE I ONCE FAILED MY UNCLE BEN!

WHAT'S WRONG WITH ME? WHY CAN'T I EVER USE MY POWER TO PROTECT THE PEOPLE I CARE ABOUT?

WHY CAN'T I EVER SAVE THEM?!

WHY?!

HEY! WHAT'S GOING ON UP--

OMIGOSH!

THE *DAILY BUGLE*'S RIGHT! YOU ARE A MENACE! YOU'RE TEARING MY PLACE APART FOR NO REASON!

OH, GREAT! THIS WILL DO WONDERS FOR MY ALREADY ROTTEN REPUTATION!

POLICE SIRENS! I WONDER WHAT'S UP?

WEEEEEEE

WHY *WONDER*?!

I MIGHT AS WELL CHECK IT OUT!

THWIPP

THAT'S GOTTA BE BETTER THAN STANDING AROUND FEELING SORRY FOR MYSELF!

BESIDES, MAYBE I'LL GET A CHANCE TO SNAP SOME PIX WHICH I CAN SELL TO THE *DAILY BUGLE!*

JUST THEN, A MERE SIX BLOCKS AWAY...

KEEP PUSHING, JERRY!

WE'RE GAINING ON HIM!

THAT'S WHAT YOU THINK!

YOUR CAR MAY BE FASTER THAN I AM--

--BUT I REALLY DOUBT IT CAN NEGOTIATE A TURN LIKE *THIS!*

YEOW! DID YOU SEE THAT?!

POLICE

HIT THE BRAKES! *HURRY!!* HE'S GETTING AWAY!

SLAMM!

SCREEE

OH, NO!

I CAN'T HOLD'ER!

SHE'S SPINNING OUTTA CONTROL!

SCWAKK!

POLICE

WHEW! WE'LL BE FILLING OUT PAPERWORK UNTIL NEXT CHRISTMAS ON THIS ONE!

YOU ALL RIGHT, PHIL?

YEAH, BUT WE'LL NEVER CATCH THAT WISE GUY NOW!

THANK GOODNESS THOSE POLICEMEN APPEAR TO BE UNINJURED!

I DON'T MIND HELPING MYSELF TO A FEW BUCKS, BUT I'D HATE TO BE RESPONSIBLE FOR ANYONE GETTING HURT!

THAT WAS A REAL FANCY MANEUVER, HOTSHOT!

I'LL BET YOU'RE A WHIZ AT BREAK-DANCING, TOO!

WHO *SAID* THAT?

I'LL GIVE YOU A HINT--

--IT AIN'T *RAPPIN' RODNEY!*

SPIDER-MAN!

OH, NO! I'M NOT PREPARED TO FACE ANYONE LIKE HIM!

I DO BELIEVE THE ICE SKATER COMETH!

OR, IN THIS CASE, HE'S TRYING TO GOETH!

NO PROBLEM! THE WEB-MAN WILL STOPETH!

THWIPP

BAD MOVE, SPIDER-GUY! *NOTHING* CAN STICK TO MY COSTUME!

NOT EVEN YOUR WEBBING!

I DON'T BELIEVE IT! HIS SPINNING MOTION IS CAUSING MY WEBBING TO RICOCHET BACK AT ME!

I CAN EASILY AVOID IT THANKS TO MY SPIDERLIKE REFLEXES--

--BUT THERE ARE PLENTY OF OTHERS WHO CAN'T!

GET ME OUT OF THIS DISGUSTING GOOP! NOW!!

I'M DUE AT THE HAIR DRESSER'S!

YOU'LL PAY FOR THIS, YOU WEB-SPINNING FREAK!

AH, MY ADORING PUBLIC! IT SHOULDN'T TAKE MORE THAN AN HOUR OR SO FOR THAT WEBBING TO EVAPORATE OFF THEM!

BUT I'VE GOT MORE IMPORTANT THINGS TO WORRY ABOUT!

GOT TO TIME THIS JUST RIGHT! THERE WON'T BE A SECOND CHANCE--!

SLOW DOWN, SPEEDY! MUSTN'T TUCKER YOURSELF OUT!

YOU HAVE TO SAVE SOMETHING FOR THE OL' PRISON OLYMPIC TEAM!

I'M IMPRESSED, SPIDER-MAN! YOU'RE QUITE PESISTENT!

UNFORTUNATELY, YOU'RE ALSO VERY FOOLISH! I CAN TURN ON A DIME...

CAN YOU?!

NO TURNS

FWOMPP!

JOE'S FRUITS & VEGETABLES

DUMB! DUMB! DUMB! LAUGHING BOY WILL BE LONG GONE BEFORE I FREE MYSELF OF THIS MESS, AND I ONLY HAVE MYSELF TO BLAME!

÷SHEESH÷ I JUST CLEANED THIS COSTUME, TOO!

WHO'S GOING TO PAY FOR MY STOCK? SOMEBODY'S GOT TO REPLACE THAT PRODUCE! IT AIN'T COMING OUT OF MY POCKET!

I'LL SUE, DO YOU HEAR? *I'LL SUE!!*

YOU'LL HAVE TO GET IN LINE.

WHAT A DAY THIS HAS BEEN! I DON'T SEE HOW IT CAN GET MUCH...

...WORSE?!

Styles by Sinkie

THAT DUMMY IN THE CLOTHING STORE! FOR ONE TERRIBLE MOMENT, I THOUGHT I WAS LOOKING AT... *THE BEYONDER!*

AND THAT'S ONE GUY I CAN LIVE WITHOUT!

HE'S A BEING FROM FAR BEYOND OUR UNIVERSE, WHO ONCE TOTALED AN ENTIRE GALAXY WHILE I WAS WATCHING!

HE'S CURRENTLY ON *EARTH* SOMEWHERE* --AND KNOWING THAT MAKES IT AWFULLY HARD TO SLEEP NIGHTS!

*SEE THE **SECRET WARS II** LIMITED SERIES FOR DETAILS--OWZ!

÷*ARGGH!*÷ JUST THINKING ABOUT HIM GIVES ME A MIGRAINE!

GOT TO RELAX! THERE'S NOTHING I CAN DO ABOUT HIM, ANYWAY!

MAY AS WELL JUST GO HOME, CHANGE CLOTHES, AND GO SEE HOW NATHAN'S FARING AT THE HOSPITAL!

JUST THEN, ACROSS TOWN...

CAN'T TAKE THE CHANCE OF LEADING THE POLICE TO MY DOORSTEP!

GOT TO CONTINUE GLIDING THROUGH THIS MAZE OF BACK ALLEYS AND SIDESTREETS UNTIL I'M ABSOLUTELY CERTAIN NO ONE'S STILL FOLLOWING ME!

MANY MINUTES LATER...

=WHEW= THAT WAS TIRING, BUT IT WAS WORTH IT! I'M POSITIVE NO ONE SAW ME ENTER THIS BUILDING!

GUESS IT'S REAL DUMB TO USE MY OWN APARTMENT FOR A BASE OF OPERATIONS...BUT I COULDN'T AFFORD TO LEASE ANOTHER PLACE!

BESIDES, MY REALTOR DIDN'T HAVE MANY LISTINGS UNDER, "SECRET HEADQUARTERS/ COSTUMED VILLAINS."

MAN, AM I HUNGRY!

WORKED UP QUITE AN APPETITE ON THE STREET TODAY!

DON'T KNOW IF I SHOULD EAT FIRST, OR COUNT MY TAKE.

SHORTLY...

THAT TOMATO JUICE HITS THE SPOT!

HAVE TO BE REAL CAREFUL ABOUT WHAT I EAT FROM NOW ON. NO MORE JUNK FOODS!

GOT TO WATCH THE WEIGHT, AND KEEP IN TOP PHYSICAL CONDITION...

...UNTIL I CAN STEAL ENOUGH MONEY TO REACH MY GOAL! THEN, I CAN TRASH THIS STUPID COSTUME, AND GO BACK TO LIVING A NORMAL LIFE!

A LIFE LIKE THE ONE I HAD ONLY A FEW MONTHS AGO...

"...WHEN I WAS JUST *JALOME BEACHER*, A CHEMICAL ENGINEER WORKING IN THE DESIGN AND DEVELOPMENT BRANCH OF *BEEMONT MANUFACTURING!*"

I'VE DONE IT--*AT LAST!*

BEEMONT MANUFACTURING

I'VE DEVELOPED A *CHEMICAL COATING* WHICH IS TOTALLY FRICTIONLESS! NOTHING CAN STICK TO IT!

EVERYTHING SLIDES OFF!

IT WILL REVOLUTIONIZE THE NO-STICK FRYING PAN INDUSTRY--

--AND MAKE ME STINKING RICH!

"BUT THEN, EVEN BEFORE I COULD ANNOUNCE MY DEVELOPMENT, *BEEMONT MANUFACTURING* WAS ABSORBED BY A LARGER CORPORATION, AND GIVEN NEW MANAGEMENT..."

AFTERNOON, BEACHER! MY NAME'S *ROCKWALL*. YOU WORK FOR ME NOW.

THERE ARE GOING TO BE SOME CHANGES MADE AROUND HERE!

"HE WASN'T KIDDING! WITHIN A FEW MONTHS, ROCKWALL HAD TURNED THE COMPANY COMPLETELY UPSIDE DOWN!

"PROFITS WERE FALLING. OFFICE MORALE WAS IN THE TOILET, AND THEN..."

GOT SOME BAD NEWS, BEACHER. I'VE DECIDED TO DISBAND YOUR DEPARTMENT. YOU'RE FIRED!

WHAT--?!

HAVE A NICE DAY!

"I WAS FURIOUS, BUT I'D HAVE MY REVENGE! I'D TAKE MY NEW CHEMICAL COATING WITH ME, AND BUILD MY OWN COMPANY AROUND IT!

"BUT THE BANKS WOULDN'T LEND ME THE NECESSARY CAPITAL TO GET STARTED UNLESS I CAME UP WITH A SIZEABLE DOWNPAYMENT ON MY OWN! I WAS DESPERATE TO RAISE MONEY QUICKLY! AND THEN, I HIT ON AN IDEA..."

IF THE BANKS WON'T GIVE ME THE MONEY I NEED, I'LL TAKE IT!

"I BOUGHT A SPEED SKATER'S COSTUME FROM A LOCAL SPORTING GOODS STORE, AND TREATED IT WITH MY MIRACLE COATING...

"THEN, I DESIGNED A PAIR OF BOOTS WHICH COULD GLIDE OVER ANY SURFACE, AND ADDED SPECIAL PADS TO MY GLOVES SO THAT I COULD GRIP THINGS...

"I BECAME *SLYDE*--THE SLIPPERIEST DUDE OF THEM ALL!"

I'M GOING TO PUT ROCKWALL OUT OF BUSINESS!

HE'S GONNA PAY FOR SCREWING AROUND WITH MY LIFE!

IN FACT, I MIGHT EVEN PAY HIM A LITTLE VISIT TONIGHT...

MEANWHILE...

MR. LUBENSKY'S CONDITION IS QUITE SERIOUS. HE RECEIVED A TERRIBLE BEATING FOR A MAN OF HIS ADVANCED YEARS.

Y HOSPITAL

LUCKILY, HOWEVER, THERE DOESN'T SEEM TO BE ANY PERMANENT DAMAGE. NO BONES BROKEN.

IT'S ALMOST AS HIS ATTACKERS WENT OUT OF THEIR WAY TO AVOID INFLICTING ANY LASTING INJURIES ON HIM!

THAT'S ODD!

THANKS FOR THE UPDATE, DOC!

MOMENTS LATER...

IT LOOKS LIKE NATHAN WILL BE HERE FOR QUITE SOME TIME. I JUST HOPE MEDICARE COVERS ALL OF HIS HOSPITAL BILLS.

PETER--?!

HI, AUNT MAY.

I'M VERY SURPRISED TO SEE YOU...HERE!

TALK ABOUT A COLD RECEPTION! IT'S REAL OBVIOUS THAT SHE HOLDS ME RESPONSIBLE FOR WHAT HAPPENED.

SHE'S RIGHT! I COULD HAVE PREVENTED THIS! IF ONLY I HADN'T GOTTEN SIDETRACKED--!

HOW'S IT GOING, NATE?

NOT BAD! THEY TELL ME I WON'T BE FEELING ANY PAIN...IN ABOUT FORTY OR FIFTY YEARS!

I MANAGED A LOOK AT THE POLICE REPORT ON YOUR MUGGING. IT SAID YOU COULDN'T IDENTIFY ANY OF YOUR ATTACKERS.

AUNT MAY TOLD ME THAT YOU WERE SUPPOSED TO MEET A FEW FRIENDS LAST NIGHT. WHERE WERE THEY?

I'D PREFER THAT YOU DIDN'T GET INVOLVED IN THIS, PETE. IT DOESN'T CONCERN YOU.

IT HAPPENED, AND IT'S OVER!

I DON'T WANT TO THINK ABOUT IT, ANYMORE!

Get well soon... a Friend

ELSEWHERE...

NOT BAD! NOT BAD AT ALL!

BEEMONT MANUFACTURING

YOU SEEM TO BE IN AN UP MOOD TONIGHT!

I AM, MAX!

THIS LITTLE ENTERPRISE IS PROVING TO BE FAR MORE PROFITABLE THAN I EVER IMAGINED!

OUR BUSINESS ASSOCIATES WILL BE EXTREMELY PLEASED!

CRASHH!

WHAT WAS THAT?

I DUNNO!

WELL, DON'T JUST STAND THERE, DUMMY!

CHECK IT OUT!

RIGHT!

GOT TO GET THESE PAPERS TO SAFETY!

SOUNDS LIKE SOMEONE'S IN THE OLD D&D LAB!

WHAT COULD ANYONE WANT IN THERE?!

DESIGN AND DEVELOPMENT

OMIGOSH! IT'S ONE OF THEM COSTUMED FREAKS!

HE'S TRASHING THE PLACE! WHY--?!

PLAYTIME'S OVER, SONNY BOY! YOU'RE COMING WITH ME!

DON'T YOU BELIEVE IT, SWEETIE!

HE'S MAKING A BREAK FOR IT!

GOT TO PUT HIM DOWN!

BWAM! BWAM!

YOU'RE FINISHED, FOOL!

HE MAY BE RIGHT! THERE'S NO WAY I CAN CONTINUE TO AVOID HIM IN THIS CLOSED AREA!

I NEED MORE ROOM TO MANEUVER!

IF ONLY I CAN REACH THAT WINDOW--!

MADE IT!

KRE-ASH!

IT WAS STUPID TO RISK MY LIFE BY COMING HERE WHEN I HAD NOTHING TO GAIN...EXCEPT A LITTLE MA-LICIOUS REVENGE!

WELL, WELL, WHAT HAVE WE HERE?!

I DON'T KNOW WHY ROCKWALL'S LUGGING THAT HEAVY BRIEFCASE, BUT IT SEEMS TO BE IMPORTANT TO HIM! AND, IF THAT'S THE CASE --

FWAKK!

--I WANT IT!

STOP HIM, YOU FOOL!

IT'S NO USE, BOSS! HE'S ALREADY OUTTA RANGE!

WHAT ARE WE GONNA DO? THOSE RECORDS COULD RUIN US!

WE'RE GOING TO WAIT...

...AND PRAY!

AT THAT VERY MOMENT, TWO TROUBLED FIGURES TAKE THEIR LEAVE FROM QUEENS COUNTY HOSPITAL...

AUNT MAY, I... I'M SORRY ABOUT NATHAN...

YOU MUSTN'T BLAME YOURSELF FOR WHAT HAPPENED, PETER.

IT WASN'T YOUR FAULT.

IF YOU REALLY BELIEVE THAT, WHY ARE YOU ACTING SO COLD TOWARD ME--?

IT'S JUST THAT I'VE BEEN DOING A LOT OF THINKING LATELY ...ABOUT US!

WE USED TO PLAY SUCH VERY IMPORTANT ROLES IN EACH OTHER'S LIVES, BUT THAT'S ALL IN THE PAST.

THAT ISN'T TRUE!!

ISN'T IT? I KNOW SO LITTLE ABOUT YOUR CURRENT LIFE... YOUR JOB... YOUR APARTMENT ...YOUR FRIENDS...

BUT, I GUESS THAT'S ONLY NATURAL WHEN TWO PEOPLE LIVE APART...

PLEASE IGNORE ME, PETER! I'M JUST BEING A SENTIMENTAL, OLD FOOL! I FIND IT SO HARD TO LET GO OF THAT SPECIAL RELATIONSHIP WE USED TO HAVE!

AUNT MAY, WAIT--!

NO, PETER! I'VE ALREADY SAID ENOUGH! IT'S TIME I WAS GETTING HOME...

"...BACK TO MY OWN LIFE!"

MEANWHILE...

THESE PAPERS ARE DYNAMITE!

ONE SET OF BOOKS CLEARLY SHOWS THAT BEEMONT MANUFACTURING HAS BEEN LOSING MONEY EVER SINCE ROCKWALL TOOK OVER!

THE OTHER CLAIMS THE COMPANY'S MAKING ENORMOUS PROFITS!

ROCKWALL'S USING BEEMONT TO LAUNDER MONEY FOR THE MOB!

I COULD REALLY STICK IT TO HIM BY TURNING THIS OVER TO THE D.A.'S COMMISSION ON ORGANIZED CRIME--BUT I'M SURE THERE'S AN EVEN BETTER WAY TO GET REVENGE!

AND A MUCH MORE PROFITABLE ONE...

SOMETIME LATER...

THE TENSION IS KILLING ME!

I HATE THIS WAITING AROUND!

SIT DOWN, MAX.

WE MUST BE PATIENT, AND HOPE THAT WE'RE DEALING WITH AN INTELLIGENT THIEF!

A COOL PROFESSIONAL WHO CAN ASSESS THE TRUE VALUE OF THOSE RECORDS! SOMEONE WILLING TO CONDUCT BUSINESS...

BRINGG!

I BELIEVE THAT'S HIM NOW.

MR. ROCKWALL? I HAVE SOMETHING YOU WANT.

THE PRICE IS TWENTY-FIVE THOUSAND DOLLARS!

THAT'S A BIT STEEP FOR AN ITEM WHICH RIGHTFULLY BELONGS TO ME.

CAN WE NEGOTIATE THAT FIGURE?

NO!

VERY WELL...

SHORTLY...

THE EXCHANGE IS SET FOR TOMORROW NIGHT?

YES, AND I WANT YOU TO ARRANGE AN APPROPRIATE WELCOME FOR MR. SLYDE!

HIRE WHATEVER LOCAL TALENT YOU DEEM NECESSARY!

EARLY THE FOLLOWING AFTERNOON...

THEY'RE PAYING FIVE HUNDRED CLAMS FOR AN HOUR'S WORK!

SHEE-OOT! MUST WANNA TEACH SOMEONE A LESSON REAL BAD!

EVERY LEG-BREAKER IN THE CITY IS SIGNING ON FOR THIS ONE!

PLANNING A PARTY, FELLAS?

TRY SENDING A *SPIDER-GRAM!* IT'S GUARANTEED TO LIVEN ANY SPECIAL OCCASION!

THWIPP

I ALSO HAVE A *BLACK AND WHITE* COSTUME FOR FORMAL FESTIVITIES!

NOT INTERESTED IN MY ACT, HUH?

÷ULP÷

WELL, THEN, MAYBE YOU CAN ENTERTAIN ME...

A COUPLE OF PROS WHAKKED AN OLD MAN A FEW NIGHTS BACK! CAN YOU SING A FEW BARS ON THAT ONE?!

DON'T KNOW NOTHING ABOUT IT, MAN! BUT I CAN FILL YOUR EARS WITH TONIGHT'S BIG HIT!

WHO'S THE TARGET?

SOME DUDE GOES BY THE NAME...*SLYDE!*

MOMENTS LATER...

SOUNDS LIKE SLYDE BOUGHT HIMSELF A WHOLE PACK OF TROUBLE!

BUT THAT SHOULDN'T CONCERN ME!

I'VE GOT MY OWN PROBLEMS TO WORRY ABOUT! WHY SHOULD I CARE ABOUT HIM?

THWIPP

IT'S NOT MY RESPONSIBILITY TO PROTECT CROOKS!

I'M NOT GETTING INVOLVED! *I'M NOT!!*

THAT NIGHT...

HE'S LATE.

HE'S PROBABLY SCOUTING THE AREA! NOT THAT IT WILL DO HIM ANY GOOD!

YOU'VE MADE THE NECESSARY ARRANGE-MENTS?

DON'T YOU WORRY, BOSS...

"...WE'VE GOT MEN STATIONED ON EVERY ROOFTOP AND STREET CORNER FOR A RADIUS OF FIVE BLOCKS!

"NO MATTER HOW SLICK HE IS, SLYDE AIN'T SLIPPING AWAY FROM US THIS TIME!"

GOOD!

LOOKING FOR ME, ROCKWALL?

BE COOL!

ANY FANCY MOVES-- I'M HISTORY AND YOUR RECORDS GET FEATURED IN THE DAILY BUGLE!

RELAX! I'M HERE TO DO BUSINESS!

I'D LIKE TO CHECK THE MERCHANDISE.

BE MY GUEST...

"...I HAVE SOME COUNTING TO DO!"

THIS IS ALMOST TOO... WHA?!

THWIPP!

YOU'VE GOT A SWEET LITTLE SCAM GOING, ROCKWALL. I'M IMPRESSED!

THANK YOU. I DESIGNED IT MYSELF.

JUST A FEW MORE SECONDS, AND--

PWAPPP!

THWIPP!

WHEN DO I GIVE THE SIGNAL?

AS SOON AS WE'RE SAFELY IN THE CAR!

A PLEASURE DOING BUSINESS WITH YOU, ROCK-WALL! HAVE A NICE DAY!

MEANWHILE...

WHY DO I GET INVOLVED IN THESE THINGS?!

THERE'S ENOUGH FIREPOWER OUT THERE FOR WORLD WAR III!

HEY! WHAT'S THAT BIG GUY DOING--?!

OH, NO! MY SPIDER-SENSE IS SUDDENLY GOING WILD!

GET DOWN, SLYDE! NOW!!

NO SOONER DO THOSE WORDS PASS SPIDER-MAN'S LIPS, THAN--

--THE STREETS ARE ALIVE WITH THE SOUND OF GUNFIRE!

YEOW! TALK ABOUT CUTTING IT CLOSE! IF SPIDER-MAN HADN'T SHOUTED--!

SPIDER-MAN--?!? WHAT'S HE DOING HERE? AND, WHOSE SIDE IS HE ON?

SPWOKK!

WELL, I GUESS THAT ANSWERS THE MAIN QUESTION!

KWAMM!

SPIDER-MAN, BEHIND YOU--! ROCKWALL'S GETTING AWAY!

THANKS FOR THE TIP, SLICK, BUT I ALREADY HAVE THAT PARTICULAR SITUATION--

--WELL IN HAND!

THWIPP

=UGNN=

I'M REAL GLAD THESE NEWER MODELS DON'T HAVE THE HORSEPOWER OF THE OLDER CARS!

INCREDIBLE! HE'S ACTUALLY HOLDING THIS CAR IN PLACE--!

YOU'VE DONE YOUR PART, WEBS! NOW JUST LET ME USE THE SHARPENED TIPS OF MY BOOTS TO DO MINE!

BWOOM!

Y'KNOW, SOMETHING, GUY? WE MAKE AN ACES TEAM!

NOT SO FAST, SPEEDY! I'M REAL PARTICULAR ABOUT MY FRIENDS.

SEEMS TO ME YOU'RE WANTED FOR A FEW CRIMES YOURSELF!

WE STILL HAVE SOME UNFINISHED BUSINESS!

EASE OFF, WEB-SWINGER! SLYDE IS UNDER *MY* PROTECTION!

WHA--?!

THAT'S DISTRICT ATTORNEY TOWER! WHAT'S GOING ON HERE?!

SLYDE CALLED MY OFFICE EARLIER TODAY! IN EXCHANGE FOR LENIENCY ON HIS BANK RAP AND THE OTHER CHARGES AGAINST HIM, HE AGREED TO HELP MY COMMISSION ON ORGANIZED CRIME NAIL ROCKWALL!

YOU'RE LETTING SLYDE GO--?!

WELL, NOT EXACTLY...

THAT'S THE BIZ, SWEETHEART!

HERE'S THE RECORDING I MADE OF MY CONVERSATION WITH ROCKWALL.

I'LL ALSO TAKE THE TWENTY-FIVE THOUSAND HE GAVE YOU!

RIGHT!

THIS IS GREAT!

WE'VE BEEN AFTER ROCKWALL FOR YEARS! I REALLY OWE YOU, SLYDE!

I DON'T BELIEVE THIS! TWO DAYS AGO, HE WAS OUT ROBBING BANKS--AND NOW THEY'RE READY TO PIN A MEDAL ON HIM! *SHEESH!*

HEY! WHY DID MY SPIDER-SENSE SUDDENLY START TO--

"--BUZZ?!"

GLAD TO BE OF SERVICE, TOWER!

BUT, AFTER DUE CONSIDERATION, I'VE DECIDED TO KEEP THE TWENTY-FIVE GRAND!

BYE!

WHY THAT DIRTY, TWO-TIMING--!

THWIPP

HE SET US UP! HE PLANNED THIS FROM THE START!

STOP HIM! HURRY!

BLAST IT! I FORGOT THAT MY WEBBING CAN'T STICK TO HIS COSTUME!

I'M SURE I COULD CATCH UP TO HIM-- IF I REALLY PUT MY HEART INTO IT--

--BUT, WHY BOTHER?

HE'D ONLY FAST-TALK D. A. TOWER INTO GIVING HIM THE KEYS TO THE CITY, AGAIN!

I ALREADY RISKED MY LIFE ONCE TODAY-- AND FOR WHAT?!

SO THAT THE BAD GUY COULD GET A PAT ON THE BACK, AND A BRIEFCASE FULL OF CASH!

I'M TIRED OF PUTTING MYSELF ON THE LINE FOR EVERYONE ELSE!

FROM NOW ON, NUMBER ONE COMES FIRST--AND THE REST OF THE WORLD CAN GO HANG!

PROLOGUE...

JUST THEN, IN A SMALL INDIAN RESERVATION LOCATED FORTY-THREE MILES SOUTHWEST OF HARTSDALE, NEW MEXICO --

--A VOICE RIDDLED WITH AGE AND FEAR BEGINS TO SPEAK...

THE TIME HAS COME!

ARE YOU SURE, SHAMAN?

YES, I HAVE SEEN THE SIGNS IN MY DREAMS, AND HAVE HEARD THE CRIES OF EAGLES IN THE NIGHT!

THE TIME FORETOLD BY THE ANCIENT LEGENDS IS COME! THE TIME OF CHAOS!

OUR GREATEST ENEMY WALKS THE EARTH, AND HE INTENDS TO BATHE OUR WORLD IN FIRE AND BLOOD!

I MUST WARN MY NEPHEW!

WILL HE BE ABLE TO SAVE US?

I DON'T KNOW...

...BUT HE IS OUR ONLY HOPE! THE HOPE OF ALL HUMANITY!

THE PRAYERS OF ALL OUR PEOPLE RIDE WITH YOU, SHAMAN!

MAY THE ANCIENT GODS SMILE UPON YOU!

FOR THE SAKE OF OUR FUTURE GENERATIONS!

SOMETIME LATER, AT THE CORPORATE HEADQUARTERS OF FIREHEART ENTERPRISES...

I'M SORRY, SENATOR. MR. FIREHEART LEFT STRICT INSTRUCTIONS NOT TO BE DISTURBED!

BUT I'VE BEEN WAITING FOR TWENTY MINUTES!

I REALIZE THAT, SENATOR, AND I...

SHAMAN?! WHAT ARE YOU DOING HERE?

I MUST SEE MY NEPHEW!

BUT THESE PEOPLE ARE AHEAD OF YOU!

LET THEM WAIT!

MY BUSINESS IS FAR MORE IMPORTANT!

THE FATE OF ALL HUMANITY HANGS IN THE BALANCE.

WHY IS IT SO DARK IN HERE?

HE'S WATCHING MOVIES! *WHY?!*

CLOSE THAT DOOR!

YOUR PEOPLE NEED YOU, THOMAS!

UNCLE--?! IS THAT YOU?

WHAT IS IT? WHAT'S WRONG?

THE ANCIENT PROPHECIES HAVE COME TRUE, THOMAS! A MAD GOD NOW WALKS THE EARTH!

WHAT ARE YOU TALKING ABOUT?

THE LEGENDS OF OUR PEOPLE FORETOLD OF HIS COMING--AND THE DESTRUCTION HE WOULD BRING!

THAT'S WHY WE GAVE YOU THE POWER SO MANY YEARS AGO! THE POWER TO PROTECT US!

THE POWER OF PUMA!

I'VE NEVER SEEN HIM IN SUCH A STATE! NO SENSE ARGUING WITH HIM!

TELL ME WHAT YOU WISH DONE.

YOU MUST BATTLE THE ENEMY OF ALL MANKIND!

THAT WARRIOR ON THE MOVIE SCREEN APPEARS TO POSSESS MANY INCREDIBLE POWERS! ENLIST HIS AID!

YOU'LL NEED ALL THE HELP YOU CAN GET WHEN YOU GO UP AGAINST *HE-WHO-COMES-FROM-BEYOND!*

NEXT ISSUE: *SPIDEY* AND *PUMA* JOIN FORCES...

"TO CHALLENGE THE *BEYONDER!*"

MARVEL®

© 1985 MARVEL COMICS GROUP

75¢
273
FEB
02457

APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN®

SECRET WARS II™ CONTINUES IN THIS ISSUE!

TO BATTLE THE BEYONDER!

FEATURING THE POWER OF THE PUMA!

F/R

SPIDER-MAN

"TO CHALLENGE THE BEYONDER!"

SOMEWHERE ON A SMALL INDIAN RESERVATION LOCATED FORTY-THREE MILES SOUTHWEST OF HARTSDALE, NEW MEXICO...

BEHOLD THE FACE OF YOUR ENEMY! THE MAD GOD WHO WOULD ENGULF THIS WORLD IN BLOOD AND FIRE!

BEHOLD HE-WHO-COMES-FROM-BEYOND!

I CAN'T BELIEVE THIS IS REALLY HAPPENING!

Stan Lee PRESENTS:

TOM DEFALCO
WRITER
RON FRENZ
PENCILER
JOSEF RUBENSTEIN
FINISHED ART
JOE ROSEN
LETTERER
BOB SHAREN
COLORIST
JIM OWSLEY
EDITOR
JIM SHOOTER
EDITOR IN CHIEF

IT'S ALL SO INCREDIBLE! MY UNCLE, THE *SHAMAN*, IS USING HIS HERBAL POWDERS TO CONJURE GHOSTLY IMAGES IN THE AIR --

-- WHILE THE REST OF THE TRIBE ACTS LIKE THE CAST OF SOME BAD, OLD *GRADE B* WESTERN!

"THESE ARE ALL PROFESSIONAL MEN -- DOCTORS, LAWYERS AND CHEMICAL ENGINEERS! WHERE'S THEIR *PRIDE*?!"

EVEN THE TRIBE ELDERS ARE GETTING INTO THE ACT!

AND IT'S ALL BECAUSE OF SOME STUPID ANCIENT PROPHECY!

I CAN'T BELIEVE RATIONAL ADULTS REALLY THINK THAT SOME BEING FROM *BEYOND* HAS COME TO DESTROY THE EARTH!

I SHOULD BE HOME WORKING ON THE DETAILS OF MY OIL LEASING DEAL WITH *JAPAN* -- BUT I JUST COULDN'T DISAPPOINT MY UNCLE!

UH-OH! HERE HE COMES NOW--!

THE GAUNTLET IS READY, SHAMAN!

THEN, THE TIME HAS COME TO CALL FORTH THE *PROTECTOR* OF THE THE TRIBE! THE *GUARDIAN* OF THE PEOPLE!

HEAR ME, *THOMAS FIREHEART!* YOU MUST NOW CAST ASIDE YOUR HUMAN GUISE!

I HEAR, O SHAMAN!

GUESS IT'S TIME TO GET INTO *MY* ACT. MUST FOCUS ALL OF MY THOUGHTS INWARD, AND CONCENTRATE...

CONCENTRATE...

CONCENTRATE...

WHEN THE TRIBE CALLS --

--*PUMA MUST ANSWER!*

THE GAUNTLET AWAITS! YOU MUST AGAIN PROVE YOURSELF WORTHY OF THIS TRIBE!

I REALLY HATE THESE RITUALISTIC BATTLES!

THEY'RE A WASTE OF TIME AND EFFORT-- AND THEY'RE EXTREMELY DANGEROUS!

I CAN CRUSH A MOUNTAIN LION'S SKULL WITH A SINGLE BLOW!

IT TAKES ALL MY SKILL AND CONCENTRATION TO KEEP MY POWER IN *CHECK!*

I'M SUPPOSED TO PROTECT THE TRIBE, NOT SLAUGHTER IT!

I'D NEVER FORGIVE MYSELF IF I ACCIDENTALLY INJURED ONE OF THESE MEN!

SUCH SPEED! SUCH AGILITY! SHAMAN, YOUR NEPHEW IS TRULY THE GREATEST WARRIOR OF THEM ALL!

AND YET, IS EVEN THE POWER OF *PUMA* ENOUGH TO CHALLENGE HE-WHO-COMES-FROM-BEYOND?

I DO NOT KNOW, MY BROTHERS...

ENOUGH! THE TRIBE SMILES UPON THIS WARRIOR!

MAY OUR ANCIENT GODS GRANT HIM THE STRENGTH HE WILL NEED IN THE PERILOUS DAYS AHEAD!

PUMA, THE ELDERS OF YOUR TRIBE OFFER YOU THIS SMALL TOKEN -- A NEW COSTUME!

WE PRAY THAT IT SHIELDS YOU IN BATTLE!

I SHALL WEAR IT WITH PRIDE, SHAMAN!

THE CEREMONY IS NOW OVER!

LET THE FESTIVITIES BEGIN!

YAHOO--!

MINUTES LATER...

I'M GLAD I REMEMBERED TO BRING A SECOND SET OF CIVILIAN CLOTHES TO WEAR AFTER THE CEREMONY!

YOU GIVE GREAT GAUNTLET, THOMAS!

THANKS, PHIL!

JERK!

THOMAS, I SENSE THAT YOU ARE TROUBLED!

YOU DO NOT BELIEVE OUR ANCIENT LEGENDS!

MAYBE NOT, UNCLE, BUT THAT WON'T STOP ME FROM DOING WHAT YOU WISH!

THEN, YOU MUST FIND THIS ONE FROM BEYOND, AND *KILL* HIM!

SHOW HIM NO MERCY! HE MAY APPEAR HUMAN, BUT HIS POWER SURPASSES THE STARS THEMSELVES!

YOU WILL NEED HELP...

I SUGGEST YOU ENLIST THE AID OF THAT MAN-SPIDER WHOSE IMAGE I RECENTLY SAW IN YOUR OFFICE!*

HE MEANS *SPIDER-MAN!*

I'LL TRY, UNCLE! SEE YOU SOON--!

*SEE LAST ISSUE -- OWZ.

FAREWELL, THOMAS!

YOU ARE OUR ONLY HOPE-- BUT I FEAR THAT I AM SENDING YOU TO YOUR DEATH!

THE NEXT DAY, IN NEW YORK CITY...

I WAS HOPING A LITTLE WEB-SWINGING WOULD CHASE MY BLAHS AWAY...NO SUCH LUCK!

I'M REAL DOWN, AND I GUESS I'M GONNA STAY THAT WAY--

--UNTIL I LEARN TO COPE WITH THE FACT THAT *JEAN DEWOLF* IS REALLY DEAD!*

WE MIGHT NOT HAVE BEEN THE BEST OF FRIENDS, BUT I'M GOING TO MISS THAT LADY!

SHE WAS REALLY SOMETHING SPECIAL!

*SEE *SPECTACULAR SPIDER-MAN* #107-110 FOR DETAILS--OWZ.

HEY! WHAT'S HAPPENING DOWN THERE--?

WE WARNED YOU CREEPS TO STAY OFF OUR BLOCK--!

B-BUT WE JUST WANTED TO BRING YOU THE MESSAGE OF COSMIC ONENESS!

WELL, I'VE GOT A MESSAGE FOR YOU--!

GET LOST!

THWIPP

NOW, NOW, THAT'S NO WAY TO MAKE FRIENDS!

WHAT THE--?!

OH, NO!

GIVE ME THAT! IF YOU CAN'T LEARN TO PLAY NICELY WITH YOUR TOYS, I'LL JUST HAVE TO TAKE THEM AWAY!

OMIGOSH! IT'S... IT'S...

GO AHEAD, AND SAY MY NAME! IT'S MUSIC TO MY EARS!

YOU WON'T DO IT, HUH? WELL, THEN, I'LL JUST HAVE TO GET ROUGH...

BOOGA! BOOGA!

YEOW!

NOT BAD! I MANAGED TO SCARE THE DAYLIGHTS OUT OF A GANG OF KIDS! WHAT SHOULD I DO FOR AN ENCORE--KNOCK OVER A BUBBLEGUM MACHINE?!

THANK YOU, SPIDER-MAN! PERHAPS YOU'D BE INTERESTED IN OUR MESSAGE!

HUH?

WE BELIEVE IN THE CONCEPT OF *COSMIC ONENESS!*

EVERY MEMBER OF THE HUMAN RACE IS LIKE A CELL IN THE BODY OF A SINGLE GREAT ENTITY --AND WE SHOULD ALL LEARN TO WORK TOGETHER.

HAVE A BUTTON!

ER... NO THANKS!

I HATE TO WEAR ANYTHING THAT MAKES ME STAND OUT IN A CROWD!

PLEASE HEED OUR MESSAGE! IT COMES FROM ONE WHO SEES *BEYOND* THIS PETTY WORLD!

ONE WHO SEES *BEYOND*--?!

I WONDER IF--*NAH!* IT COULDN'T BE!

WHY WOULD THE *BEYONDER* GET INVOLVED WITH SOME SILLY CULT?

GOSH, I'VE BEEN SO WRAPPED UP IN JEAN'S DEATH --AND MY OWN PROBLEMS--THAT I HAVEN'T THOUGHT ABOUT HIM IN DAYS!

"I'LL NEVER FORGET HOW I FIRST LEARNED OF THE BEYONDER! HE HAD HIJACKED A BUNCH OF US SUPER-TYPES TO A DISTANT POINT IN SPACE...

"...WHERE HE TRASHED AN ENTIRE GALAXY WHILE WE WATCHED!

"THEN, HE BUILT A NEW PLANET OUT OF SCRATCH, AND PLACED US ON IT TO FIGHT SOME CRAZY LITTLE *SECRET WAR...*

"SOMEHOW, MOST OF US SURVIVED AND MANAGED TO GET BACK TO EARTH...

"I HAD THOUGHT I'D SEEN THE LAST OF THE BEYONDER--UNTIL A FEW WEEKS AGO--WHEN HE SUDDENLY APPEARED IN MY APARTMENT...

"HE ASKED ME ALL SORTS OF CRAZY QUESTIONS ABOUT THE MEANING OF LIFE...

"SOMEONE ELSE MUST HAVE TAUGHT HIM ABOUT THE IMPORTANCE OF MONEY, BECAUSE --A LITTLE WHILE LATER--HE TRANSFORMED POWER MAN AND IRON FIST'S PARK AVENUE SKYSCRAPER INTO SOLID GOLD..."

... BUT I'M NOT COMPLAINING! I MANAGED TO PICK UP ONE HECK OF A SOUVENIR THANKS TO HIM* --

-- A SOLID GOLD NOTEBOOK WHICH COULD SOLVE ALL OF MY MONEY WORRIES!

*SEE SECRET WARS II #2 AND WEB OF SPIDER-MAN #6 -- OWZ!

IT'S GOTTA BE WORTH CLOSE TO FORTY THOUSAND DOLLARS AT TODAY'S PRICES!

I JUST WISH I DIDN'T FEEL LIKE SUCH A HEEL FOR TAKING IT!

MAN, ALL OF THIS HEAVY THINKING IS WEARING ME OUT!

I NEED A BREAK!

MAYBE I SHOULD SWING OVER TO THE HOSPITAL, AND SEE HOW NATHAN LUBENSKY'S DOING!

MINUTES LATER, AT QUEENS COUNTY HOSPITAL...

I DON'T WANNA STAY IN NO HOSPITAL!

B-BUT CLIFTON, THE DOCTOR SAYS IT'S NECESSARY!

TAKE ME HOME -- NOW!

IT'S ONLY FOR ONE NIGHT! PLEASE DO IT FOR MOMMY--!

NO -- AND YOU CAN'T MAKE ME!

PERHAPS YOU'D BETTER SPEAK TO HIM, ARNOLD..

ME--?!

THIS IS A VIOLATION OF MY CIVIL RIGHTS! I WANNA--

--LAWYER!!

WOW! IS HE STAYING HERE?!

I CHANGED MY MIND, MOMMY! I WANNA STAY HERE!

CAN I, PLEASE? CAN I?!

MEANWHILE, SKITTERING UP THE SIDE OF THE BUILDING, SPIDER-MAN FINDS A DESERTED STOCK-ROOM...

I'M REAL GLAD THAT PEOPLE ALMOST NEVER THINK TO LOCK THE WINDOWS ON THE UPPER FLOORS OF A TALL BUILD-ING!

UH-OH! MY SPIDER-SENSE IS WARNING ME OF DANGER! SOMEONE'S ABOUT TO--

"-- OPEN THAT DOOR!"

HAVE YOU SEEN THE NEW HUNK IN *ER*?

THE ONE WITH THE DREAMY EYES?

YOU NOTICED--!

=PHEW!= THAT WAS CLOSE! I GOTTA LEARN TO BE MORE CAREFUL!

GUESS I SHOULD HAVE WEDGED THAT DOOR CLOSED WITH A STRAND OF WEBBING!

MOMENTS LATER...

HAVE TO WAIT UNTIL MY SPIDER-SENSE STOPS BUZZING--

-- SO THAT I KNOW WHEN THE COAST IS CLEAR!

AH, PERFECT!

LET'S SEE, I DO BELIEVE NATHAN'S ROOM IS IN THIS DIRECTION...

LOOKS LIKE MOST OF THE GANG FROM MY AUNT MAY'S BOARDING HOUSE IS ALREADY HERE!

HOW'S THE PATIENT, MR. CHEKOV?

AS GROUCHY AS EVER!

=*HARUMPH*= DIDN'T ANYONE THINK TO BRING A DECK OF CARDS?

TURN THE CHANNEL, VICTOR.

HUSH UP, HARRIET!

WHAT THE--?!

HI, AUNT MAY! WHERE'D YOU GET THE NEW BUTTON?

A VERY NICE YOUNG MAN GAVE IT TO ME! HE WAS SO POLITE! WOULDN'T EVEN ACCEPT A DONATION FOR IT!

THIS ISN'T MY SOAP OPERA!

...BELINDA BARKLEY ON THE STREET WITH BARRY FOXXE, THE EXECUTIVE DIRECTOR OF THE NEW CULT OF *COSMIC ONENESS*!

SHH! IT LOOKS INTERESTING!

I WISH YOU WOULDN'T REFER TO US AS A CULT, MS. BARKLEY! THAT WORD HAS RELIGIOUS CONNOTATIONS!

OUR MESSAGE IS FOR EVERYONE! IT TRANSCENDS ALL RELIGIOUS BOUNDARIES--

-- AND IT'S UP TO EACH INDIVIDUAL TO INTERPRET IT AS HE OR SHE SEES FIT.'

AS I SEE IT, WE'RE ALL A PART OF THE SAME UNIVERSE, AND WE MUST REALIZE THAT OUR ACTIONS AFFECT EVERYONE ELSE IN THIS UNIVERSE!

I CAN'T ARGUE WITH THAT.

NEITHER CAN I!

SO, THEN, WHY DO I FEEL SO UNEASY ABOUT THIS CULT?!

JUST THEN, A CUSTOM-BUILT LEAR, OWNED BY **FIREHEART ENTERPRISES**, TAXIS TO A LANDING AT LAGUARDIA AIRPORT...

YOU SOUND SO FAR AWAY, THOMAS. WHERE ARE YOU CALLING FROM?

NEW YORK CITY.

I'LL BE OUT OF THE OFFICE FOR THE NEXT FEW DAYS, JENNA, AND I WANT YOU TO RUN THINGS WHILE I'M GONE.

WHAT ABOUT THE JAPANESE OIL DEAL?

DON'T WORRY ABOUT THAT. I'LL CHECK IN PERIODICALLY FOR UPDATES.

MR. FIREHEART, YOUR LIMOUSINE WILL BE HERE SHORTLY.

THANK YOU, CAPTAIN.

I'VE MADE RESERVATIONS FOR YOU AND THE REST OF THE CREW AT A NEARBY HOTEL. YOUR EXPENSES ARE COVERED. ENJOY YOURSELVES -- BUT BE READY TO LEAVE WITHIN TWO HOURS' NOTICE!

YES, SIR!

THE LAST TIME I CAME TO NEW YORK, I TRACKED SPIDER-MAN TO HIS APARTMENT TO KILL HIM.'*

AND NOW, MY UNCLE WANTS ME TO ASK HIM FOR HELP.

THIS SHOULD PROVE INTERESTING...

*SEE ISSUES #256 & 257 -- OWZ!

AT LEAST I WON'T HAVE TO WORRY ABOUT FINDING HE-WHO-COMES-FROM-BEYOND. THE TEAM OF INVESTIGATORS I HIRED ARE SURE THEY'VE PINPOINTED HIM...

IT'S TIMES LIKE THESE THAT I REALLY APPRECIATE HAVING THE RESOURCES OF A MULTI-MILLION DOLLAR CORPORATION AT MY DISPOSAL!

Cosmic Oneness

9

ELSEWHERE...

I WANT *FACTS*-- NOT RUMORS AND INNUENDOS! WHO *ARE* THESE PEOPLE?!

THE CULT OF COSMIC ONENESS

WHERE DID THEY COME FROM?

NO ONE SEEMS TO KNOW. IT'S LIKE THEY SPRANG UP OVER-NIGHT!

HOW DO THEY SUPPORT THEMSELVES? THEY DON'T SOLICIT DONATIONS--

DAILY RIFLE

-- AND YET, THEY'VE GOTTA BE HANDING OUT A FEW THOUSAND DOLLARS WORTH OF PAMPHLETS AND BUTTONS EACH DAY!

MAYBE SOME PHILAN-TROPIST IS BACKING THEM.

I'M DYING FOR A SMOKE, BUT CUSHING WILL FREAK IF I LIGHT ONE!

TAP TAP TAP

MAYBE GOD HIMSELF IS SUPPORTING THEM!

NOT FUNNY, URICH!

BESIDES, THEY'RE NOT A RELIGION IN ANY CONVEN-TIONAL SENSE OF THE WORD!

LEEDS! I WANT YOU TO DIG UP EVERYTHING YOU CAN ON THEM!

FIND OUT WHAT THEY *REALLY* WANT! IT HAS TO BE MORE THAN SPREADING A SIMPLE MESSAGE.

AND, OF COURSE, WE'LL NEED SOME PICTURES...

BANNON-- YOU WORK WITH LEEDS!

DARN! I WAS HOPING SHE WOULDN'T PICK ME!

THIS ASSIGNMENT IS A WASTE OF MY ARTISTIC TALENTS! THERE'S NOTHING VISUAL ABOUT THESE JERKS-- EXCEPT FOR THEIR STUPID BUTTONS!

QUIT GRIPING, LANCE! AT LEAST *YOU* HAVE AN ASSIGNMENT!

10

IT'S REAL OBVIOUS THAT OUR NEW CITY EDITOR HAS IT IN FOR ME!

SHE KNOWS THAT I NEED THE WORK--BUT SHE KEEPS CHOOSING LANCE OVER ME!

NED, WE HAVE TO TALK!

IT'LL HAVE TO WAIT, BETTY. I'M WORKING ON A STORY.

YOU'RE *ALWAYS* WORKING ON A STORY.

OR, AT LEAST, THAT'S YOUR EXCUSE!

YOU'RE MY HUSBAND, NED! I DESERVE SOME OF YOUR TIME, TOO! WE HAVE PROBLEMS--AND WE HAVE TO WORK THEM OUT!

NOT *NOW*, BETTY! THIS ISN'T THE PLACE--!

WE'LL TALK WHEN...*IF*...I COME HOME!

NED, *WAIT*--!

WOMEN

OH, WHAT'S THE USE--!?

SOMETIME LATER...

POOR BETTY! FIRST, SHE ALMOST GETS BLOWN AWAY BY THE SIN-EATER,* AND NOW HER MARRIAGE SEEMS TO BE GOING DOWN THE TUBES!

I NEVER REALLY LIKED NED. I FEEL SO UNEASY WHENEVER HE'S AROUND!

--BUT I DO HOPE THEY CAN WORK THINGS OUT... FOR BETTY'S SAKE!

*SEE *PETER PARKER* #109 & 110--OWZ.

I KNOW THAT SHE HAS SECRETLY BEEN SEEING *FLASH THOMPSON*--AND THAT BOTHERS ME, A LOT!

BUT, WHAT CAN I DO ABOUT IT?

IT'S HER LIFE--TO LIVE AS SHE CHOOSES!

AND YET I FEEL SO GUILTY! IT'S ALMOST AS IF MY KNOWLEDGE OF THEIR AFFAIR MAKES ME AN ACCOMPLICE!

SHORTLY...

DO MY EYES DECEIVE ME? CAN THAT POSSIBLY BE THE EVER-DELIGHTFUL EVER-RAVISHING *MARY JANE WATSON*, WHO'S SITTING ON MY STOOP?!

CAN THE COMPLIMENTS, OSWALD! *YOU'RE LATE!*

LATE?!

DON'T TELL ME YOU'VE FORGOTTEN ABOUT OUR DATE!

DATE?!

MY, MY, I'LL BET YOU SPEND HOURS PRACTICING THOSE SNAPPY ONE-WORD COMEBACKS!

DON'T YOU REMEMBER THAT I PROMISED TO HELP YOU PAINT YOUR APARTMENT TODAY? WE'VE GOT A LOT OF WORK AHEAD OF US, IF WE'RE GOING TO GET THE PLACE BACK IN SHAPE AFTER YOUR RECENT FIRE! *

*SEE WEB OF SPIDER-MAN # 11&12 -- OWZ.

I GUESS WE'D BETTER START CLEANING THE PLACE UP!

=HARRUMPH!= IT'S ABOUT TIME, PARKER! I INTEND TO DEDUCT THE COST OF REPAIRS FROM THAT THOUSAND DOLLAR CHECK YOU GAVE ME LAST WEEK! *

*SEE WEB OF SPIDER-MAN #13 -- OWZ.

AND THAT MEANS YOUR RENT IS LATE-- AGAIN!

YOUR LANDLADY IS REAL CHARMING.

OH, MRS. MUGGINS, ISN'T SO BAD. YOU JUST HAVE TO KNOW HOW TO...

HEY! MY SPIDER-SENSE IS TINGLING--!

PETER, YOU SEEM SO TENSE ALL OF A SUDDEN. IS SOMETHING WRONG?

I... I'M NOT SURE!

IT'S ONLY A MILD BUZZ! BUT WHAT'S CAUSING IT?!

12

GOOD AFTERNOON. I'VE BEEN WAITING FOR YOU.

HOPE YOU DON'T MIND, BUT I'VE ALREADY HELPED MYSELF TO SOME COFFEE.

DAY IN EVE WAY I AI GETTI BETTE AN BETTE...

INTERESTING DECOR YOU HAVE HERE. WHAT DO YOU CALL IT-- BARBECUED BAROQUE ?!

I AM AFRAID THAT WHAT I HAVE TO DISCUSS WITH YOU IS QUITE PRIVATE.

THE YOUNG LADY WILL HAVE TO GO.

WHAT--?!

I'VE NEVER SEEN ANYONE SO COOL -- SO TOTALLY IN CHARGE!

I THINK HE'S RIGHT, PETER! I'LL SEE YOU LATER.

YEAH, SURE...

ALL RIGHT, MISTER-- *WHO ARE YOU?!*

WHAT GIVES YOU THE RIGHT TO BREAK INTO MY APARTMENT, AND GIVE ORDERS ?!

PLEASE TRY TO CONTROL YOURSELF. I'VE MERELY COME TO OFFER YOU A SIMPLE BUSINESS PROPOSI-TION.

BY THE WAY, I DISCOVERED THIS ON TOP OF YOUR TELEVISION SET. BY MY RECKONING, IT'S WORTH ABOUT THIRTY-SEVEN THOUSAND, SIX HUNDRED AND TWENTY DOLLARS.

IT BELONGS IN A SAFETY DEPOSIT BOX.

WHO *ARE* YOU?!

WE'VE MET BEFORE... UNDER DIFFERENT CIRCUMSTANCES.

I'M SURE YOU RECALL THE NAME OF... *PUMA!*

DON'T YOU, *SPIDER-MAN?*

13

MEANWHILE...

I DON'T GET IT, LEEDS? WHY ARE WE HANGING AROUND HERE?

RELAX, BANNON.

I'M WAITING FOR SOMEONE...

DAILY BUGLE

"... SOMEONE SPECIAL!"

WHAT'S THE RUSH, SWEET THING? GOT A DATE?

FLASH! I'M SO GLAD YOU COULD MAKE IT. I REALLY NEEDED TO SEE YOU TODAY.

Y BUGLE

I'VE MISSED YOU SO MUCH!

?!

COME ON!

I'VE SEEN ENOUGH!

AND, AT THAT MOMENT...

I CAN'T BELIEVE THIS IS REALLY HAPPENING. I'M CALMLY DISCUSSING THE IMMINENT DESTRUCTION OF THE UNIVERSE WITH A GUY WHO ONCE TRIED TO ACE ME!

LET'S SAY I AM SPIDER-MAN, YOU'RE TAKING AN AWFUL CHANCE SHOWING ME *YOUR* REAL FACE.

THERE ARE BILLIONS OF FACES IN THIS WORLD. THE ODDS OF YOUR RECOGNIZING MINE ARE QUITE SLIM.

I CAN LOCATE PEOPLE BY THEIR INDIVIDUAL SCENTS. YOU CAN'T.

I MAY KNOW YOUR FACE, SPIDER-MAN, BUT NOT YOUR REAL NAME.

YEAH, WELL... SO YOU'RE HERE TO KILL THE BEYONDER?

YES, IF SUCH A BEING TRULY EXISTS.

14

IF THE LEGENDS OF MY PEOPLE ARE TO BE BELIEVED, HE IS DESTINED TO TURN AGAINST HUMANITY LIKE A MAD DOG.

WE MUST STOP HIM BEFORE IT'S TOO LATE!

SPIDER-MAN, I FULLY INTEND TO COMPENSATE YOU FOR YOUR TIME.

WILL A RETAINER OF FIVE THOUSAND DOLLARS BE SUFFICIENT?

BURMA

WHOA! I DON'T HIRE OUT FOR MURDER AT *ANY* PRICE!

AND YET, WHAT IF HE'S RIGHT ABOUT THE BEYONDER?!

LISTEN, I MAY NOT LIKE YOU, BUT I STILL CAN'T LET YOU FACE THE BEYONDER ALONE! IT'S SUICIDE!

YOU HAVE AN INTERESTING DILEMMA.

I'M WILLING TO GO ALONG WITH YOU FOR NOW... BUT I'M NOT MAKING ANY COMMITMENTS... UNTIL I'VE ASSESSED THE SITUATION FOR MYSELF.

FAIR ENOUGH!

WE'LL LEAVE AS SOON AS I'VE CHANGED.

SURE. YOU CAN USE THIS ROOM.

A FEW MINUTES LATER...

I DON'T BELIEVE THIS GUY! HE CARRIES HIS CIVVIES AROUND IN A *GUCCI* SHOULDER BAG. TALK ABOUT OSTENTATIOUS!

ACCORDING TO THE INFORMATION I'VE ACQUIRED, THIS BEYONDER PERSON IS PROBABLY A FORMER GANGSTER KNOWN IN THE STREET AS *FRANK*... NO LAST NAME.

NO ONE KNOWS MUCH ABOUT HIM OR WHERE HE CAME FROM. HE WAS CONNECTED WITH THE ***VINNIE CORBO*** MOB FOR AWHILE... HAD A THING FOR GADGETS... AND WAS INVOLVED IN DRUGS, PROSTITUTION AND GAMBLING. *

WHEW! THAT'S QUITE A REACH TO RELIGION! WHAT MAKES YOU THINK HE'S TIED UP WITH THESE ***COSMIC ONENESS*** PEOPLE?

HE WAS SPOTTED WHEN THE GROUP WAS FIRST SETTING UP.

* CHECK OUT THE ***SECRET WARS II*** LIMITED SERIES FOR THE FULL STORY-- OWZ.

15

SOON...

THIS IS THE PLACE. THE CULT USES THAT BROWN-STONE FOR A BASE OF OPERATIONS.

HEY! WHAT'S THAT?

BLUEPRINTS OF THE BUILDING'S INTERIOR.

I BELIEVE IN COMING PREPARED.

YEAH... ME, TOO.

BY THE WAY, I'M CURIOUS WHY YOU CHOSE TO WEAR YOUR BLACK COSTUME INSTEAD OF THE RED AND BLUE?

THE OTHER ONE STILL SMELLS OF SOOT FROM MY RECENT FIRE-- AND IT'S IN THE WASH. I NOTICED YOU'RE WEARING DIFFERENT THREADS FROM THE LAST TIME WE MET...

A PRESENT FROM MY TRIBE.

SHEESH! I WONDER IF THERE ARE MANY MORE LIKE HIM BACK HOME?

FOLLOW ME! THIS POWER CONDUIT WILL LEAD US TO THE MAIN FLOOR!

MOMENTS LATER...

... TWO HUNDRED AND SEVENTEEN NEW VOLUNTEERS HAVE RECENTLY JOINED US TO HELP DISTRIBUTE OUR BUTTONS AND PAMPHLETS...

...AND, IN THE LAST WEEK ALONE, OVER A MILLION PEOPLE WERE EXPOSED TO OUR MESSAGE!

THAT'S THE MAN WE WANT!

BARRY FOXXE?! BUT HE'S ONLY THE EXECUTIVE DIRECTOR OF THE CULT!

HE ISN'T THE BEYONDER!

HOW CAN YOU BE SO CERTAIN? FROM WHAT YOU'VE TOLD ME, THE BEYONDER CAN EASILY ASSUME ANY APPEARANCE HE DESIRES!

PUMA MAY BE RIGHT... BUT, WHAT IF WE'RE AFTER THE WRONG MAN?

LOOK! HE'S LEAVING--!

SWELL! WHAT DO WE DO NOW?

WE FOLLOW. NOW THAT I HAVE HIS SCENT, MY ENHANCED SENSES COULD TRACK HIM TO THE ENDS OF THE EARTH!

BOY, DO I FEEL USELESS! PUMA'S DOING ALL THE WORK -- AND I JUST SEEM TO BE ALONG FOR THE RIDE!

I CAN'T EVEN TELL IF FOXXE REALLY IS THE BEYONDER! I'M NOT GETTING A WARNING BUZZ FROM MY SPIDER-SENSE--BUT THAT DOESN'T MEAN ANYTHING...

FROM PAST EXPERIENCE, I KNOW THAT THE BEYONDER CAN AVOID DETECTION WHEREVER HE PLEASES...

HI, MR. FOXXE! I HAVE THAT REPORT YOU REQUESTED.

TERRIFIC, LYNN!

LET ME LOOK IT OVER, AND GET BACK TO YOU LATER THIS AFTERNOON!

THAT'LL BE FINE.

WHAT AM I DOING HERE? PUMA SAYS THE BEYONDER'S A MENACE! BUT, HOW CAN I TRUST A MAN WHO ONCE TRIED TO KILL ME?

AND YET, DO I DARE *NOT* TRUST HIM?

HOLD UP! ACCORDING TO MY SENSES...

"...FOXXE IS ABOUT TO ENTER AN EMPTY ROOM."

AT LAST! HE'S ALONE!

THIS IS ALL THE OPPORTUNITY I NEED!

HEY! WHERE DO YOU THINK YOU'RE GOING?

TO TALK WITH FOXXE.

I'M NOT CRAZY ABOUT THAT IDEA!

REALLY?

17

TOO BAD!

HOW DO I GET INVOLVED IN THESE THINGS? I CAN'T LET THAT MANIAC MURDER ANYONE... NOT EVEN THE BEYONDER!

AND YET, BY STOPPING PUMA, AM I CONDEMNING THE HUMAN RACE?

A SINGLE STRAND OF WEBBING WILL STOP PUMA--

"--IF I DARE FIRE IT!"

MY UNCLE TOLD ME THAT MY ENEMY WOULD SURROUND HIMSELF WITH A HORDE OF FOLLOWERS.

FOXXE RULES THIS CULT.

HE *MUST* BE THE ONE FROM BEYOND!

FOR WEEKS, I'VE ACTIVELY TRIED TO AVOID THINKING ABOUT THE BEYONDER! I DIDN'T WANT TO FACE THE FACT THAT HE WAS REAL-- BUT I MUST!

I MUST!

THIS IS ALMOST TOO EASY! I CAN'T BELIEVE THIS LITTLE MAN POSSESSES POWER WHICH SURPASSES THE STARS THEMSELVES!

HIS SCENT IS NO DIFFERENT FROM OTHER MEN! HIS HEART NO STRONGER!

DON'T DO IT, PUMA. DON'T FORCE ME TO CHOOSE BETWEEN MY CONSCIENCE-- AND MY RESPONSIBILITY TO THE REST OF THE WORLD!

A SWIFT SWIPE OF MY CLAWS WILL FULFILL MY OBLIGATION TO MY UNCLE!

WHY DO I HESITATE? WHY DO I NOT STRIKE HIM DEAD?!

IT'S... NO USE! I CAN'T DO IT!

THIS IS NO GOD WHICH STANDS BEFORE ME. MY UNCLE HAS SENT ME ON A FOOL'S ERRAND!

THE ANCIENT PROPHECIES HAVE PROVEN FALSE!

≒WHEW!≒

OMIGOSH! WHO ARE YOU?!

I DIDN'T EVEN HEAR YOU ENTER!

AND YOU WOULDN'T HAVE HEARD ME NOW... UNLESS I DESIRED IT!

18

I AM BUT A POOR PILGRIM WHO HAS JOURNEYED FAR TO SEE THE ONE FROM BEYOND... AND HAS FOUND HIM WANTING.!

ONE FROM BEYOND--?! OH, YOU MUST MEAN FRANK!

FRANK?!

SPEAK TO ME OF THE ONE CALLED FRANK!

WELL, HE'S A WONDERFUL MAN! SO CREATIVE! A REAL GENIUS! HE DEVELOPED OUR MESSAGE, AND FOUNDED OUR ORGANIZATION.

I'M JUST THE CHIEF ADMINISTRATOR HERE! HE'S THE REAL BRAINS OF THE OPERATION!

HE HAS A CONDO ON THE UPPER WESTSIDE. I'LL GIVE YOU HIS ADDRESS IF YOU WISH.

I DON'T BELIEVE IT.' I WENT THROUGH ALL THAT SOUL-SEARCHING FOR NOTHING!

SOMETIME LATER...

DO YOU KNOW HOW TO FIND THIS ADDRESS?

SURE, GO ACROSS FIVE AVENUES THEN, HANG A LEFT, AND HEAD FOR EIGHTY-EIGHTH STREET.

YOU WON'T BE ACCOMPANYING ME?

NO, I'VE HAD ENOUGH! BESIDES, I'VE ALREADY MADE MY DECISIONS!

CALL ME A WIMP, BUT I REALIZE NOW THAT THERE'S NO WAY I COULD EVER BE A PARTY TO COLD-BLOODED MURDER--NO MATTER WHAT!

MAYBE I'M FOOLISH, BUT I'M GONNA LET THE BEYONDER MAKE THE FIRST MOVE BEFORE I GO UP AGAINST HIM AGAIN.'

HANG LOOSE, HAIRY! DON'T BOTHER LOOKING ME UP THE NEXT TIME YOU HIT TOWN!

WHAT ABOUT YOUR RETAINER?

KEEP IT.'

WHAT AN AMATEUR! BUT MAYBE HE HAS A POINT.'

I KNOW MY TIME WOULD BE BETTER SERVED WORKING ON MY JAPANESE OIL DEAL... THAN CHASING AFTER PHANTOMS FROM BEYOND.'

OH, WELL, I'VE ALREADY COME THIS FAR!..

19

BARELY TWENTY MINUTES LATER...

ALL RIGHT, SO I'M HERE! NOW WHAT?

I DON'T KNOW THE LAYOUT OF THIS BUILDING-- AND I WOULDN'T RECOGNIZE THE BEYONDER IF I TRIPPED OVER HIM.

MAYBE I SHOULD JUST TAKE THE DIRECT APPROACH -- CHANGE INTO MY CIVILIAN IDENTITY, AND RING HIS DOORBELL!

OH, THAT ISN'T NECESSARY!

I ALREADY KNOW YOU'RE HERE!

WHAT THE--?!

HI THERE! I AM FROM BEYOND!

SO YOU'RE PUMA? INTERESTING! I'VE MET MUTANTS, AND MANY ARTIFICIALLY ENHANCED BEINGS ON THIS PLANET, BUT NONE OF THEM ARE QUITE LIKE YOU!

YOU'RE VERY UNIQUE!

INCREDIBLE! HE'S RADIATING SO MUCH POWER -- ON SO MANY LEVELS -- THAT MY HYPER-SENSES ARE IN DANGER OF OVERLOADING!

DON'T WORRY. I WON'T LET YOU HURT YOURSELF.

I KNOW THAT YOU'RE HERE TO KILL ME -- BUT THAT'S VIRTUALLY IMPOSSIBLE!

I FEEL BAD THAT YOU WASTED YOUR TIME COMING HERE! ESPECIALLY SINCE YOU WOULD HAVE PREFERRED WORKING ON YOUR BUSINESS INTERESTS, BUT...

"...I CAN FIX THAT!"

I... DON'T BELIEVE IT! THIS IS TOKYO!

HE... SENT ME TO JAPAN!

JAPAN!

20

THIRTY-TWO MINUTES LATER, AT THE TOKYO BRANCH OFFICE OF FIREHEART ENTERPRISES...

I CAN'T BELIEVE IT! THAT WAS A LOCAL CALL! WHAT'S HE DOING IN JAPAN?!

FIREHEART ENTERPRISES

SOMETHING MUST BE UP FOR HIM TO SPRING A SURPRISE VISIT ON US! ARE THE OIL LEASES IN DANGER? IS IT MY JOB?!

UH-OH! HERE HE COMES NOW-- AND HE DOESN'T LOOK HAPPY!

GOOD AFTERNOON, MR. FIREHEART. I AM MR. CHUMLEY, THE EXECUTIVE VICE-PRESIDENT OF THIS BRANCH.

IT'S QUITE AN HONOR TO RECEIVE A VISIT FROM OUR CHIEF EXECUTIVE OFFICER.

IS THERE ANYTHING I CAN DO FOR YOU? ANYTHING AT ALL?!

YES, GET ME A LINE TO THE UNITED STATES...

"...I'D LIKE TO TALK TO MY SECRETARY AT CORPORATE HEADQUARTERS IN HARTSDALE!"

FIREHEART

I'LL MAKE ALL THE NECESSARY ARRANGEMENTS, THOMAS...

...YOUR PASSPORT WILL HAVE THE APPROPRIATE ENTRY STAMPS WHEN IT ARRIVES BY COURIER TOMORROW.

TAYLOR

I'VE NEVER KNOWN THOMAS TO BE SO ABRUPT! SO TENSE--!

SOMETHING MUST BE WRONG! SERIOUSLY WRONG!

GC

ONE WEEK LATER, IN THE APARTMENT OF PETER PARKER...

AT LAST! THIS PLACE IS FINALLY BEGINNING TO TAKE SHAPE!

YEAH... ALL WE NEEDED WAS A FEW COATS OF PAINT-- AND A BULLDOZER!

YOU KNOW, PETEY, YOU NEVER TOLD ME A THING ABOUT THAT MAN WE FOUND IN YOUR APARTMENT LAST WEEK!

FUNNY ABOUT THAT!

HHM! I CAN TAKE A HINT!

21

NOK! NOK!

DO MY EARS DECEIVE ME? IS SOMEONE TAPPING AT MY DOOR?

CAN IT BE ANOTHER BRAVE SOUL WHO'S COME TO VOLUNTEER HIS PAINTING--

-- SKILLS ?!

SOMETHING TELLS ME IT'S TIME TO MAKE MYSELF SCARCE, AGAIN.

GOOD IDEA. I'LL... CALL YOU LATER.

PLEASE DON'T THINK ME FORWARD, YOUNG LADY, BUT I TOOK THE LIBERTY OF PICKING YOU UP A LITTLE SOUVENIR -- A SILK KIMONO FROM JAPAN.

THAT'S... VERY SWEET.

THANK YOU.

JAPAN? WHAT WERE YOU DOING IN JAPAN?!

IT'S A LONG STORY, SPIDER-MAN.

SUFFICE IT TO SAY THAT I MET THE BEYONDER-- AND HE PROVED TO BE FAR MORE FORMIDABLE THAN I EVER IMAGINED!

SO MUCH SO THAT I'M WILLING TO RAISE YOUR RETAINER TO *ONE HUNDRED THOUSAND DOLLARS!*

WHAT--?!

MY BRIEF ENCOUNTER WITH HIM CONVINCED ME THAT THE BEYONDER IS THE SINGLE GREATEST THREAT IN THE HISTORY OF MANKIND!

SPIDER-MAN, WE MUST JOIN FORCES, AND HIT HIM WITH EVERYTHING WE'VE GOT!

HAVE YOU GONE PSYCHO?!

THERE'S NO WAY TO BEAT THAT GUY!

WE MUST *FIND* A WAY! THE FATE OF ALL HUMANITY HANGS IN THE BALANCE!

WE'LL PLAN CAREFULLY, AND ATTACK HIM BEFORE HE HAS A CHANCE TO DEFEND HIMSELF!

READ MY LIPS, PUMA-- *YOU'RE NUTS!*

IT'S IMPOSSIBLE TO SNEAK UP ON A GUY WHO'S OMNISCIENT! HE COULD EVEN BE LISTENING TO US RIGHT NOW!

ALL WE'D HAVE TO DO IS CALL HIM-- SHOUT "*HEY, BEYONDER*"--AND...

YES--?

WHAT DO YOU WANT?

OH, *NO!* WHAT HAVE I DONE?!

TO BE CONTINUED IN PETER PARKER #111!

POWER PLAY!!

MARVEL®

© 1985 MARVEL COMICS GROUP

TM

75¢
111
FEB
CC 02199

APPROVED BY THE COMICS CODE AUTHORITY

THE ALL NEW, ALL DARING

PETER PARKER, THE SPECTACULAR SPIDER-MAN™

SECRET WARS II™ CROSS-OVER

THE PUMA'S BEEN GIVEN INCREDIBLE POWER... GROWN TO THREE TIMES HIS NORMAL SIZE!

I'VE GOT TO SAVE THE BEYONDER--!

NO!

DON'T INTERFERE, SPIDER-MAN! THE FATE OF THE *UNIVERSE* IS RIDING ON THIS!

...AND THEN THE GODS CRIED!

R. BUCKLER

TOKYO, JAPAN. DUSK.

IT'S BEEN SEVERAL DAYS SINCE THE NEAR-OMNISCIENT BEING KNOWN AS **THE BEYONDER** TRANSPORTED THIS MAN FROM MIDTOWN MANHATTAN TO DOWNTOWN TOKYO, IN THE SPACE OF A HEARTBEAT.

THOMAS **FIREHEART**, HEAD OF THE POWERFUL, MULTINATIONAL CORPORATION THAT BEARS HIS NAME, HAS NEVER SEEN THE LIKE OF SUCH INCREDIBLE POWER. AND YET, THE BEYONDER--THE SOURCE OF THIS POWER--

--IS THE BEING FIREHEART HAS PREPARED TO BATTLE AGAINST SINCE BIRTH. THE ANCIENT, AMERICAN INDIAN TRIBAL LEGENDS, PASSED DOWN FROM GENERATION TO GENERATION, WARN AGAINST "HE WHO COMES FROM BEYOND".

THESE SAME LEGENDS FIREHEART HAD LONG AGO DISMISSED AS IDLE FIRESIDE CHATTER...

... HAVE ALL PROVED TO BE **TRUE**, AND FIREHEART RENOWNED FOR HIS SOLEMN COOLHEADEDNESS AND UNFLAPPABLE CALM, NOW FOR THE FIRST TIME IN HIS LIFE...

...IS FILLED WITH A FORBODING SENSE OF DREAD.

CONTINUING THE AWESOME SAGA OF

SECRET WARS II™

Stan Lee PRESENTS:

...AND THEN THE GODS CRIED.

FIREHEART ENTERPRISES

EDITOR'S NOTE: IN CASE YOU'RE SCRATCHING YOUR HEAD AND WONDERING IF YOU'VE MISSED ISH #110½ OR SOMETHING, RELAX! READ ON, AND WE'LL EXPLAIN AS WE GO!-- SHOOTER.

THOMAS FIREHEART A MAN TOLO FROM CHILDHOOD OF HIS GREAT DESTINY.

A PRODUCT OF GENERATIONS OF CAREFUL, DELIBERATE BREEDING.

A COMPLEX ANOMALLY, MADE UP OF GENETIC SCIENCES...

... AND DARK, TRIBAL MAGICS.

THOMAS FIREHEART IS...

...THE PUMA!

I USED TO LOVE THIS CITY.

I PUSHED FOR A DIVISION HQ HERE IN TOKYO FOR NO OTHER REASON THAN AN EXCUSE FOR ME TO FLY HERE WHENEVER I WISHED...

...AND DEDUCT IT AS A NON-TAXABLE BUSINESS EXPENSE! HOWEVER, BEING SPIRITED HERE BY *THE BEYONDER*... COMING FACE TO FACE WITH SUCH RAW *POWER*...

...MAKES EVERY NEW DAWN IN THIS CITY SEEM LIKE ANOTHER KNELL OF DEATH'S TOLL...

...AND EVERY SUNSET A CURSE. THE BEYONDER'S MOCKING ME! HE KNOWS I WAS CREATED AND BRED TO BATTLE HIM...

...HE KNOWS WHAT A *WASTE* MY LIFE HAS BEEN! I HAVE SPENT MY ENTIRE LIFE TRAINING...

...TO BATTLE A BEING WHO COULD VAPORIZE ME ON A *WHIM*. I'VE GOT TO GET BACK TO THE STATES!

BUT, IN ORDER TO DO THAT, I HAVE TO WAIT TO HAVE MY PASSPORT SMUGGLED INTO THE CITY, WITH THE APPROPRIATE ENTRANCE STAMPS ON IT.

AFTER ALL, HOW COULD I EXPLAIN TO AN EXIT CUSTOMS AGENT THAT I NEVER USED MY PASSPORT TO COME *IN* TO JAPAN...

...THAT THE BEYONDER JUST "BLINKED" ME HERE! THE BEYONDER HAS IMPRISONED ME HERE UNTIL I CAN ARRANGE PROPER EXIT CHANNELS.

AND YET, HE DID SO WITH AN INNOCENCE THAT SEEMED TO IMPLY IGNORANCE OF THE CONSEQUENCES OF HIS ACTIONS!

BUT, I'M NO FOOL. I REFUSE TO ACCEPT A BEING AS POWERFUL AS HE COULD NOT REALIZE THE AWESOME RAMIFICATIONS OF EVEN THE MOST INCONSEQUENTIAL OF HIS ACTIONS!

"THE BEYONDER IS NOT AN INNOCENT. HE IS THE MOST DEADLY FOE I WILL EVER FACE. AND, ONE WAY OR ANOTHER, I WILL DESTROY HIM."

"WELL, SINCE I'M STUCK IN TOKYO ANYWAY, I MIGHT AS WELL PAY A VISIT TO THE OLD MASTER."

SOON, TWENTY MILES OUTSIDE OF THE CITY...

NO, NOT THEM.

PERIMETER GUARDS ARE ALWAYS THE MOST UNWORTHY OF BATTLE.

ONCE THEY PROVE THEMSELVES BY SURVIVING A SEVERAL YEARS' LONG DUTY TOUR, THEN THEY WILL BE PROMOTED...

...TO THE INSIDE. YES... NOW I HAVE THEIR SCENTS. VERY FAINT, ALMOST BLENDING IN WITH THE FOILAGE.

BY SOUND AND SIGHT ALONE, THEY ARE INVISIBLE. THEY HAVE BEEN EXCELLENTLY TRAINED. HOWEVER, EVEN THE BEST TRAINING...

NOT A SOUND FROM ANY OF THEM. NOT EVEN THE SLIGHTEST BREATH WHISTLING ACROSS A LEAF.

...CANNOT MASK THE UNMISTAKABLE HINT OF DRIED PERSPIRATION.

THERE ARE THREE OF THEM. THEY WILL ATTACK...

...NOW.

(GREETINGS, SILENT ONES. I HAVE BUSINESS WITH YOUR MASTER.)*

*TRANSLATED FROM JAPANESE--SHOOTER.

(MAKE WAY...)

(...OR DIE.)

MELODRAMA IS SOOO EFFECTIVE.

IT ADDS JUST THE RIGHT INCENTIVE FOR THESE GUYS TO GO FOR MY THROAT...

...EVEN THOUGH I'M BEING EXTREMELY GENTLE WITH *THEM*. WOULDN'T WANT TO HURT THEM, AFTER ALL.

I JUST NEED A GOOD WORKOUT.

STILL AND ALL, ONE WRONG MOVE, AND I'M *DEAD*.

THEREFORE...

...I WON'T MAKE ANY WRONG MOVES!

〈MASTER MURAMOTO! FACE ME!〉

〈MASTER!〉

〈MURAMOTO!!〉

PUMA, YOUR SENSES ARE STRONG ENOUGH TO DETECT A SPARROW'S FEATHER LANDING ON A STILL POND.

THEREFORE, I FIND IT DIFFICULT TO BELIEVE YOU COULD NOT REALIZE...

I'M ONLY HALF-THROUGH SIDE TWO OF MY NEW DURAN DURAN ALBUM!

YOU, MY SON, MUST LEARN PATIENCE.

THANK YOU FOR NOT HARMING MY STUDENTS.

<TO DO SO WOULD BE TO BRING DISHONOR UPON MYSELF...>

STOP SPEAKING JAPANESE TO ME. ALL THAT "YOUNG GRASSHOPPER" STUFF MAKES ME NERVOUS.

NOW, LET'S GET SOME TEA, AND CHAT.

SO, PUMA, WHAT BRINGS YOU TO TOKYO *THIS* TIME?

CLAP! CLAP!

I SENSE A GREAT UNEASINESS WITHIN YOU.

SENSEI... I COULDN'T BEGIN TO TELL YOU THE HALF OF IT.

"THERE IS THIS BEING... A VASTLY POWERFUL CREATURE FROM *BEYOND*."

"I RECENTLY SPENT SOME TIME TRACKING HIM, AT THE INSISTENCE OF MY UNCLE."

"ONCE I FOUND HIM, HE READ MY MIND, BECAME AWARE OF CERTAIN PENDING BUSINESS OF MINE HERE IN TOKYO..."

"... AND BEFORE I COULD ACT... IN AN EYEBLINK...

"... I WAS HERE! WITH NO VISA AND NO PASSPORT!"

"I FINALLY REALIZED JUST HOW DANGEROUS THIS "BEYONDER" TRULY IS!"

DID YOU ACCOMPLISH YOUR BUSINESS?

ARE YOU KIDDING? ALL I'VE BEEN DOING IS WORKING ON A WAY TO GET BACK HOME AS SOON AS POSSIBLE.

A PITY. I WAS HOPING YOU WOULD BE ABLE TO STAY AWHILE.

HI, PUMA.

I HAVE ANOTHER GUEST WITH ME FOR A FEW DAYS. YOU TWO ARE QUITE SIMILAR.

THE BEYONDER!!?

HE'S GOT NO SCENT...NOTHING TO LOCK ONTO OR IDENTIFY HIM WITH!

HE COULD'VE COME UP BEHIND ME AND STRUCK ME DEAD...

I WOULDN'T NEED TO SNEAK UP ON YOU TO DO THAT!

SENSEI--THIS MAN IS DANGEROUS!! THIS IS THE BEING I WAS TALKING ABOUT!

SO I'D ASSUMED.

KURAMI--OR "BEYONDER" AS YOU CALL HIM--IS AN OLD FRIEND. WE'VE HAD MANY DISCUSSIONS OF LATE.

MOSTLY ABOUT YOU.

I'M NOT ALL THAT DANGEROUS, PUMA.

THE GREATEST DANGER HERE IS YOUR FEAR OF ME.

MAYBE IF I EXPLAIN WHO I AM AND WHERE I COME FROM...

...MAYBE THEN YOU'LL GET THE MESSAGE...

THE BEYONDER... HE'S TRANSPORTING US AWAY...

THIS IS MY UNIVERSE. IT'S PRETTY EMPTY NOW BECAUSE, WELL, HERE I AM EVERYTHING. SINCE I'VE PUT ALL OF ME INTO THIS FORM YOU'RE TALKING TO, THERE'S NOTHING LEFT HERE.

I WAS JUST FINE HERE BY MYSELF. I WAS COMPLETE. THEN, A HOLE IN MY UNIVERSE, THE SIZE OF A PIN PRICK REVEALED TO ME *YOUR* UNIVERSE'S EXISTENCE.

"I WAS INTRIGUED. I BROUGHT A NUMBER OF YOUR WORLD'S HEROES AND VILLIANS HERE AND INVOLVED THEM IN A GAME.

"A VERY SERIOUS GAME.*"

*SEE SECRET WARS #1-12-- SHOOTER.

"BY THEN, I'D DISCOVERED THIS THING CALLED DESIRE. DESIRE LED TO INCOMPLETENESS. IN AN EFFORT TO END INCOMPLETENESS, I JOURNEYED TO YOUR WORLD ...

"...AND THINGS ONLY GOT WORSE. I FELL IN LOVE WITH SOMEONE WHO WOULDN'T LOVE ME IN RETURN.

"MY INCOMPLETENESS WORSENED.

"THEN I VISITED THIS GUY, WHO USED TO BE AS MESSED UP AS I ONCE WAS. HE DIRECTED ME TO THE PATH OF FULFILLMENT AND COMPLETENESS.

"IT SEEMS MY ROLE IN THE SCHEME OF THINGS IS TO DIRECT OTHERS TOWARDS *THEIR* ROLES.

"TO HELP OTHERS END THEIR OWN SEARCHES FOR DESIRE AND FULFILLMENT.

THAT'S WHY I'M HERE WITH MURAMOTO, AND WHY I SENT YOU TO JAPAN IN THE FIRST PLACE.*

PUMA, YOU SHOULD BE LOOKING AFTER YOUR TRIBE BY DEFENDING IT FROM ALL THREATS AND DIRECTING FIREHEART ENTERPRISES.

YOU'RE WASTING YOUR TIME TRYING TO RECRUIT HELP TO DESTROY ME.

*SEE *AMAZING* #273 --SHOOTER.

YOUR PASSPORT HAS JUST ARRIVED AT YOUR TOKYO OFFICE. WHY NOT CONCLUDE YOUR BUSINESS HERE AND GO ON HOME?

STOP WASTING YOUR ENERGY.

I'LL GO, BEYONDER. BUT, ONLY TO GATHER MEANS AND FORCES...

...TO DESTROY YOU.

SIGH

YOU *STILL* DON'T GET IT, DO YOU? I'M ONLY TRYING TO HELP YOU...

I DON'T *NEED* YOUR HELP!

I'LL SEE YOU DEAD, BEYONDER.

DO YOU *BELIEVE* THAT GUY?

KURAMI... DO YOU TRULY *KNOW* WHO THAT IS...?

I KNOW WHAT I *WANT* KNOW.

THEN, I SUGGEST YOUR *WISH* TO KNOW EVERYTHING THERE IS TO KNOW ABOUT THE PUMA...

...AND THE CATASTROPHIC SERIES OF EVENTS YOU'VE JUST SET IN MOTION.

NEW YORK. DAWN.

JEAN DeWOLFF'S DEAD.

NATHAN LUBENSKY'S IN THE HOSPITAL, HOMER POPCHIK'S IN JAIL, AND DOMINIC FORTUNE'S ON A PLANE TO GOSH-KNOWS-WHERE, SEARCHING FOR SOME LOST LOVE OF HIS.

THREE SILVER-HAIRED FRIENDS OF MY AUNT MAY'S, ALL WITH ONE THING IN COMMON. THEY WERE UNLUCKY ENOUGH TO ENCOUNTER *ME*...

...PETER PARKER, THE NOT-SO-SPECTACULAR *SPIDER-MAN!**

**I'D REFER YOU TO AMAZING #271, PETER PARKER #110, AND WEB #10, BUT YOU ALREADY COLLECT ALL THREE SPIDEY-TITLES... DON'T YOU...?*
-- SHOOTER.

THEN THERE'S JEAN... KILLED IN HER SLEEP BY THE SIN-EATER MANIAC. THEN THERE'S THOSE KIDS WHO TORCHED MY APARTMENT... AND THAT "SLYDE" CHARACTER...

...IT'S NO WONDER I CAME SO UNGLUED AND *ATTACKED* JONAH JAMESON LIKE THAT.* I MEAN, HIS RHETORIC IN HIS PAPER -- THE DAILY BUGLE -- IS USUALLY REAL IGNORABLE, BUT LATELY, I'M SO ON EDGE --

--POOR JEAN-- CAN'T GET HER OFF OF MY MIND --

WWWHHHEEEE-OOOO!!

**AHA! A SUBTLE HINT FOR YOU TO NOT MISS WEB #13! --*
SHOOTER.

SIRENS! THAT MEANS COP CARS! COP CARS MEAN CRIME! AND CRIME AS THIS SELF-LESS, PUBLIC-SPIRITED, EVER-VIGILANT, WALL-CRAWLER KNOWS ...

...MEANS *PICTURES.*

PHOTOS I CAN SELL TO PAY MY RENT, WHICH IS ALWAYS LATE!

SNAP OUT OF IT, WEBHEAD...

...OPPORTUNITY KNOCKS! A BLAST FROM MY PATENTED WEB-SHOOTERS, AND--

--GANGWAY WORLD! IT'S SPIDEY TO THE RESCUE!

HOPE THIS IS SOMETHING I CAN GET BIG BUCKS FOR PHOTOS OF! SHE HASN'T MENTIONED IT YET...

...BUT MRS. MUGGINS--MY LANDLORD--IS *SURELY* GONNA HIT ME WITH A WHOPPING BILL FOR ALL THE WATER DAMAGE THAT FIRE CAUSED TO HER BUILDING.*

SO, THOUGH I HOPE NO ONE GETS *HURT*. I ALSO HOPE THIS ISN'T A CAT UP A TREE.

*SEE WEB# 11 & 12--SHOOTER.

THAT COP CAR SEEMS TO BE GOING AFTER THAT VAN! I WONDER WHY...

OUCH! ANOTHER POLICE CAR ZIPPED OUT OF THE SIDE STREET AND NAILED THAT ONE!

POLICE

WELL, IT LOOKS LIKE IT'S UP TO ME TO BAIL OUT THE BOYS IN BLUE AGAIN!

BETTER FIND SOMEPLACE UP AHEAD TO SET UP MY CAMERA.

MEANWHILE, UP AHEAD...

YOU JOINED THE BEYONDER'S MOVEMENT WITH ME, DIDN'T YOU?!

AWW, QUIT YOUR BELLYACHIN', MAUDE! I THINK THE MOVEMENT'S GOOD, BUT HEY--TODAY IS *TENNIS* DAY!

WE'LL PLAY A FEW SETS AND THEN...

RALPH! RALPH, YOU STOP THIS CAR THIS INSTANT!!

WE'RE SUPPOSED TO BE HANDING OUT PAMPHLETS--SPREADING THE MESSAGE OF COSMIC ONENESS!

...WE'LL GET NAILED BY A BIG VAN.

RALPH!! LOOK OUT--!

NUTS! THAT WAGON SIDESWIPED THE VAN--THEY'RE BOTH OUT OF CONTROL!

THEY'RE HEADED IN OPPOSITE DIRECTIONS... TOWARDS THE CHRISTMAS-SHOPPING CROWDS...

GOTTA TRY SOMETHING... ANYTHING...

WHEN I FOUGHT SIN-EATER... INNOCENTS WERE HURT AND KILLED!

I CAN'T LET THAT HAPPEN AGAIN! NOT AGAIN!

LEGS ANCHORED TO WALL...

THIS IS GONNA HURT...

YYEEAARRRGGHH!!!

WHHHEEE-OOOO!!

LOOK! SPIDER-MAN TRIED TO RUN US OVER WITH THAT VAN!

GREAT.

LET'S SPLIT--FORGET THE VAN AND THE JEWELS...THE COPS ARE COMIN'!

MEANWHILE, UNSEEN BY SPIDER-MAN...

S...SOMETHING STOPPED US... YANKED US TO A HALT...

MAUDE, WE'RE...

M...MAUDE...?

MAUDE!!

MUCH LATER, AT PETER PARKER'S APARTMENT...

AT LAST THIS PLACE IS FINALLY BEGINNING TO TAKE SHAPE!

NOK! NOK!

YEAH, *MARY JANE*, ALL WE NEEDED WAS A FEW COATS OF PAINT--AND A BULLDOZER!

IS SOMEONE TAPPING ON MY DOOR...?

SOMETHING TELLS ME IT'S TIME TO MAKE MYSELF SCARCE, AGAIN.

PUMA?! HERE?!

PLEASE DON'T THINK ME FORWARD, YOUNG LADY, BUT I TOOK THE LIBERTY OF PICKING YOU UP A LITTLE SOUVENIR FROM JAPAN.

JAPAN? WHAT WERE YOU DOING IN JAPAN?

IT'S A LONG STORY, SPIDER-MAN.

MY BRIEF ENCOUNTER WITH THE BEYONDER HAS CONVINCED ME THAT HE'S THE SINGLE GREATEST THREAT IN THE HISTORY OF MANKIND!

SPIDER-MAN, WE MUST JOIN FORCES AND HIT HIM WITH EVERYTHING WE'VE GOT!

HAVE YOU GONE PSYCHO? IT'S IMPOSSIBLE TO SNEAK UP ON A GUY WHO'S OMNISCIENT! HE COULD BE LISTENING RIGHT NOW!

ALL WE'D HAVE TO DO IS SHOUT, "HEY, BEYONDER!!" AND--

OH, NO! WHAT HAVE I DONE?!

YES--?

WHAT DO YOU WANT?

YOU *KNOW* WHAT I WANT.

YOU STILL DON'T GET IT, DO YOU, PUMA?

YOU OUGHT TO BE MORE LIKE YOUR FRIEND, HERE. SPIDER-MAN IS FILLED WITH DOZENS OF CONFLICTS AND SELF-DOUBTS...

... HE BLAMES HIMSELF FOR A LOT OF THINGS HE WASN'T RESPONSIBLE FOR, BUT ALL THINGS CONSIDERED, HE'S IN PRETTY GOOD SHAPE.

HE KNOWS HIS ROLE IN THE SCHEME OF THINGS.

HE IS SPIDER-MAN, A CHAMPION ON THE SIDE OF LIFE. AND HE HAS FAMILY AND FRIENDS TO LOOK AFTER AND CARE FOR.

HE HAS A DEEP COMMITMENT AND SENSE OF RESPONSIBILITY THAT WILL NOT FAIL HIM.

Y'KNOW... HE'S GOT A POINT...

I OFFER YOU ANOTHER EXAMPLE, PUMA. SOMEONE A LOT CLOSER TO YOU.

SOMEONE WHOM I'VE FINALLY CONVINCED WAS WASTING HIS TIME. SOMEONE WHO HAS FINALLY EMBRACED HIS TRUE ROLE IN THE UNIVERSE!

MURAMOTO! THE OLD MASTER!

WHAT--?! THIS CAN'T BE...

AH, PUMA, BUT IT IS.

YOU'VE KNOWN OF MY FONDNESS FOR ROCK MUSIC FOR QUITE SOME TIME. WHY ARE YOU SURPRISED?

WHAT HAS THE BEYONDER DONE TO YOU?!

NOTHING. HE MERELY SPOKE. I MERELY LISTENED.

RAMONES

SENSEI... I WILL AVENGE THIS... OUTRAGE!

THERE IS NOTHING TO AVENGE, PUMA.

ONE OF MY COSMIC ONENESS DEVOTEES OWN A NIGHTCLUB.

I'M OFF TO BOOK MURAMOTO THERE TONIGHT.

SEE YOU LATER.

THERE! SURELY YOU ARE CONVINCED NOW.

ACTUALLY, I THINK I AM.

I THINK THE BEYONDER'S RIGHT.

IS WHAT HE'S ASKING SO TERRIBLE? HE JUST WANTS US TO BE *OURSELVES*.

INSANITY! SENSEI--ISN'T THE BEYONDER A THREAT?!

ABSOLUTELY! THE BEYONDER IS THE GREATEST THREAT TO THE KNOWN UNIVERSE...

AHA!

...THAT IS, IF HE WISHES TO BE.

KURAMI--THE BEYONDER-IS NEITHER A BENEVOLENT OR MALEVOLENT BEING. BUT, EVEN IF HE WANTED TO DESTROY THE UNIVERSE, THERE ISN'T A THING ANY OF US CAN DO TO STOP HIM.

YOU PEOPLE ARE PATHETIC, AM I THE ONLY SANE MAN LEFT?!

PUMA...

SAVE YOUR WORDS, SPIDER-MAN. I'LL STOP THE BEYONDER MYSELF... SOMEHOW...

YOU WASTE YOUR WORDS, YOUNG MAN...

...YOU'RE IN WAY OVER YOUR HEAD. YOU'RE IN THE CENTER OF A POWER PLAY BETWEEN THE BEYONDER AND PUMA. THERE'S NOT MUCH *ANYONE* CAN DO.

THE BEYONDER DISCOVERED DESIRE. DESIRE LED TO HIS NEED TO HAVE A PURPOSE IN LIFE. THAT PURPOSE BECAME TO SHOW *OTHERS* THEIR ROLES IN THE SCHEME OF THINGS.

NOW, PUMA'S PURPOSE IS TO PROTECT HIS TRIBE. THE BEYONDER IS THE GREATEST POTENTIAL THREAT TO THAT TRIBE.

THEREFORE, IN ORDER FOR THE BEYONDER TO FULFILL HIS DESIRE AND END HIS INCOMPLETENESS, PUMA MUST FULFILL HIS OWN ROLE IN THE UNIVERSE... AND KILL THE BEYONDER.

THE PUMA IS CLEARLY THE BEYONDER'S GREATEST CHALLENGE TO DATE, AND HE'S BECOME OBSESSED WITH HIM. THE BEYONDER MUST HAVE A PURPOSE... MUST BE COMPLETE. EVEN IF HIS FULFILLMENT BRINGS DEATH.

QUEENS FARMS MILK

GOT A *BEER*...?

SOMEWHERE BEYOND THE WORLDS WE KNOW...

DEATH.

YOU WEAR MANY FACES, YOU HAVE MANY NAMES.

YOUR ABODE LIES WHEREVER THERE IS *LIFE*. YOU WAIT PATIENTLY FOR THE MOMENT TO SNUFF OUT LIFE'S SPARK... AND EMBRACE THE LIFELESS WITH YOUR ICY TOUCH.

I AM THE MOST POWERFUL BEING THAT I AM AWARE OF. WITH A THOUGHT I COULD REND THIS UNIVERSE FROM END TO END. WITH A GESTURE I COULD LAY ALL ETERNITY AT YOUR FEET.

YET, SOMETHING HAS CHANGED WITHIN ME.

I *MUST* BE WHOLE AGAIN. I MUST REGAIN WHAT I ONCE WAS. YET, IN ORDER TO DO THAT, I MUST HAVE PUMA FULFILL HIS DESTINY.

AND THAT DESTINY IS FOR ME TO DIE AT HIS HAND.

WOULD IT BE SO BAD IF I FAILED? AFTER ALL, I SUCCEEDED WITH MURAMOTO... WITH SPIDER-MAN...

THAT'S *TWO* IN MY "WIN" COLUMN!

NO, PUMA, IS A FAR GREATER CHALLENGE.

I DESTROYED YOU ONCE, ENDED ALL DEATH.* EVEN NOW, YOU DRAW AWAY FROM ME. YOU FEAR ME.

FOR ME TO WIN THIS GAME, I WILL BE BROUGHT INTO YOUR EMBRACE. BUT, WHAT DOES THAT MEAN TO A BEING LIKE ME?

*SECRET WARS II #6 -- SHOOTER.

WHAT LIES BEYOND THE BEYOND...?

AND, WHY...

...WHY AM I AFRAID...?

...TELITHIA SMITH, OUTSIDE OF BELLEVUE MEDICAL CENTER, WHERE IT HAS JUST BEEN ANNOUNCED THAT MAUDE MACCHIO, WIFE OF NIGHTCLUB OWNER RALPH MACCHIO, HAS JUST DIED FROM INJURIES SUSTAINED IN A FATAL CAR ACCIDENT EARLIER TODAY.

RALPH'S SURVIVING THE WRECK WAS LARGELY DUE TO THE SEATBELT HE WORE WHILE DRIVING. MAUDE WAS NOT WEARING HERS.

THE ACCIDENT WAS A RESULT OF A HIGH-SPEED POLICE CHASE THROUGH MIDTOWN THIS MORNING. THE MACCHIOS, BOTH MEMBERS OF THE CONTROVERSIAL COSMIC ONENESS MOVEMENT, WERE REPORTEDLY ON THEIR WAY TO MEET WITH OTHER MEMBERS OF THE CULT.

OUT OF MY WAY!!

MR. MACCHIO... WOULD YOU...

YOU WANT A STATEMENT?! I'LL GIVE YA ONE--

THAT CULT IS THE REASON MY WIFE IS *DEAD*! IF WE HADN'T JOINED UP WITH HIM, WE'D NEVER HAVE EVEN *BEEN* IN MIDTOWN!

I NEVER *DID* BELIEVE THAT COSMIC ONENESS JUNK! AND, IF IT'S THE LAST THING I DO--

--I'M GONNA MAKE HIM *PAY*!

THAT POOR WOMAN IS DEAD, AND KNOWING THAT SHE WOULD HAVE DIED ON IMPACT ANYWAY, DOESN'T MAKE ME FEEL BETTER.

YOU WANT TO WRITE AN *EDITORIAL*, PARKER? THOUGHT NOT.

LOOK, THIS GUY MACCHIO OWNS A NIGHTCLUB IN THE VILLAGE. WITH NED LEEDS AND LANCE BANNON OFF COVERING THE COSMIC ONENESS STORY...

... A PIECE ON THE CLUB WOULD MAKE AN INTERESTING SIDEBAR. MERCADO, TAKE PARKER AND BRING ME SOMETHING FOR TOMORROW'S EDITION.

NO SWEAT, KATE.

NOW EXCUSE ME, I'VE GOT TO PUT THE BUGLE'S EARLY EDITION TO BED.

MAN, WHAT A CHUMP ASSIGNMENT. A SIDEBAR ON THIS GUY MACCHIO'S BUSINESS!

GEE, JOY, DOES IT EVER BOTHER YOU TO GET TOSSED CRUMMY SECOND-STRING JOBS LIKE THIS?

WHAT DIFFERENCE DOES IT MAKE?

A JOB'S A JOB. LOOK, PETE, I'M A REPORTER. I WRITE *STORIES*. SOMETIMES THEY'RE EXCITING, SOMETIMES THEY'RE DULL.

BUT, IT'S WHAT I DO. SORT OF MY ROLE IN LIFE, Y'KNOW?

I'M GOING HOME TO THROW ON SOMETHING INTERESTING. YOU'D BETTER CHANGE, TOO.

YOU LOOK LIKE A *NARC*.

BRUHHH-THER!

MEN

THE *BEYONDER*! IN THE MEN'S ROOM?!

I SENSED YOUR THOUGHTS, SPIDER-MAN!

FOR CRYING OUT LOUD--

WELL, AT LEAST JOY SEEMS TO HAVE *HER* HEAD IN THE RIGHT PLACE.

I WISH I COULD GET THIS PUMA-BEYONDER BUSINESS OFF *MY* MIND...

DON'T WORRY. I SHALL NOT *ALLOW* ANYONE TO OVERHEAR US

MURAMOTO CLUED ME IN TO THIS SUICIDE PACT YOU'VE GOT GOING WITH PUMA. WHY NOT CALL IT OFF?! WHAT'S THERE TO PROVE?

SURELY THERE MUST BE SOME *OTHER* PERSON YOU COULD HELP FIND THEIR TRUE ROLE?

I'M VERY TIRED, SPIDER-MAN.

WEARY OF MIND, MORE SO THAN BODY. I REALLY WISH I *COULD* GET OUT OF THIS, BUT I CAN'T.

INCOMPLETENESS EATS AT ME LIKE A CANCER. I MUST HAVE SOME PURPOSE. SOME ROLE.

I'VE SCANNED THE GLOBE FOR A GREATER CHALLENGE THAN PUMA; FOR SOMEONE ELSE TO WORK ON. NOBODY ELSE EVEN COMES CLOSE.

THE PUMA HAS THE POWER TO DESTROY ME... AND DOESN'T EVEN KNOW IT. I HAVE CONCLUDED, SPIDER-MAN, THAT MY ULTIMATE ROLE...

...IS TO DIE.

HOPEFULLY, COUNTLESS OTHERS CAN LEARN FROM MY EXAMPLE, AND FIND THEIR ROLES. THEN THE UNEVENESS OF THIS WORLD, THE INCOMPLETENESS ALL AROUND US, WILL END.

PUMA WILL BE MY BIG WIN. I NEED IT. MUST HAVE IT.

IF I DON'T GET IT... WELL...

...I DON'T EVEN WANT TO *THINK* ABOUT THAT...

THE *IRS** FOUND NOTHING, MR. FIREHEART.

OUR CONTACTS ON CAPITOL HILL SAY THERE'S NOTHING THEY CAN DO...

**INTERNAL REVENUE SERVICE--SHOOTER.*

...THE COSMIC ONENESS MOVEMENT ISN'T OFFICIALLY A CULT...

I'M SORRY, MR. FIREHEART. WE'VE REACHED A DEAD END, ALL AROUND.

THANK YOU FOR YOUR HELP, GENTLEMEN.

YOU MAY GO HOME, NOW.

THAT'S IT! ANY SECOND NOW, HE'S GONNA START DING OUT THE PINK SLIPS!

WHAT WAS THAT ALL ABOUT...?

WHY THIS INTEREST IN SHUTTING DOWN THAT STUPID CULT?

"I'M NOT SURE, BUT I'D SAY...

"...OUR YOUNG MR. FIREHEART'S JUST RUN OUT OF OPTIONS."

ALL RIGHT, BABY BUBBAS.

IT'S TIME TO GO ALL THE WAY LIVE.

HERE'S *OLD MASTER AND THE CHANTERS!!*

ALL RIGHT, MY SONS.

LET'S GO FOR IT.

FLIPPER

WOW... YOU'RE SO... AWESOME LOOKING! CAN I SIT HERE...?

BACK OFF, GIRLIE. I SAW HIM FIRST.

RELAX, LADIES. THERE'S PLENTY TO GO AROUND.

HOW INCONSEQUENTIAL THESE THINGS BECOME WHEN YOU'RE CONSIDERING THE FATE OF THE UNIVERSE!

IF I LOSE, THE COST WILL BE DEVASTATING. IF I WIN...

...DEATH...

SO, WHERE ARE YOU FROM...?

I AM FROM BEYOND.

WOW! I LIVE IN NEW JERSEY, TOO!

MACCHIO'S

GO AWAY.

TONITE OLD MASTER CHANTERS PLUS ARMAKU

BUT... HERE'S MY PRESS PASS...

YOU COULD SHOW ME YOUR *NAVEL*, YA STILL AIN'T GETTIN' IN, MISTER...

...PETER PARKER.

OH GOOD. IT READS...

NUTHIN' PERSONAL, Y'KNOW? THIS IS A RAT CLUB. YA GOTTA RIP YOUR TEE SHIRT AND LOSE THE SHOES...

I MEAN, YOU LOOK LIKE A *NARC*...

HEY, *LOUIE*...

...HOW'S TRICKS?

HIYA, JOY.

THE L-7'S WITH ME. I'LL KEEP HIM ON A LEASH.

NEXT TIME, DON'T LET YOUR MOTHER DRESS YOU.

ER...

...AH...

...GO RIGHT IN... SIR...

N...NO CHARGE.

IT'S ON *ME*.

THANK YOU.

MY INFORMATION HAS IT *THIS* IS THE CLUB THE BEYONDER'S CULTIST OWNS.

LOGICALLY, MURAMOTO'S BAND WOULD OPEN HERE, AND THE BEYONDER SHOULD BE IN THE AUDIENCE.

MY PEOPLE PROVIDED ME WITH THE BUILDING'S BLUEPRINTS. I KNOW EVERY EXIT... EVERY ROOM...

"... THE BEYONDER CANNOT ESCAPE ME."

HE'S HERE.

THE PUMA HAS ARRIVED.

HE'S UNDOUBTEDLY SENSED MY PRESENCE. HE KNOWS I'M HERE.

SO, YOU LIKE THIS PLACE?!

OF COURSE! IT'S *FRESH*, PETEY!

YOU OUGHTTA *CANCEL* THAT JACKET AND TIE. YOU'D BE MORE COMFORTABLE.

I DON'T *WANT* TO BE MORE COMFORTABLE

MAN, THIS GIRL IS INCREDIBLE! HOW COME I NEVER NOTICED BEFORE--?

SPIDER-SENSE GOING OFF.

MUST BE THE BEYONDER! I WONDER IF PUMA'S HERE...

THEY MUST'VE SET MY SPIDER-SENSE OFF.

GONNA GET THE BEYONDER. GONNA *KILL* HIM. GOT MY GUN.

GOTTA GET HIM... FOR MAUDE...

I DIE. I LIVE. I DIE.

A THOUSAND DEATHS. WHY AM I AFRAID? WHAT HAVE I FOUND IN THIS LIFE, IN THIS BODY...

...THAT I AM SO TERRIFIED TO LOSE?

NO MORE DOUBTS. NO MORE FEARS.

NO MAN WILL STAND WITH ME. NO ONE CAN SEE THE THREAT. I'M ON MY OWN.

THIS IS THE MOMENT I HAVE LIVED ALL MY LIFE FOR. THE BEYONDER MUST DIE.

THE BEYONDER *WILL* DIE.

"...OR *I* WILL DIE TRYING."

I CAN STOP THIS. IN A FLASH I CAN BE ON THE OTHER SIDE OF THE UNIVERSE.

CAN I LIVE WITH LOSING? CAN I DIE... FOR THE SAKE OF WINNING...?

A... GUN...

HE'S AIMING FOR THE BEYONDER...

KURAMI... BEWARE!!

HUH?!

NO!! YOU'LL RUIN EVERYTHING!

NO WAY!

BLAMM!

NUTS! I WAS SO BUSY CONCENTRATING ON PUMA, I DIDN'T EVEN NOTICE RALPH.

WELL... I CAN HEAL THIS UP, MURAMOTO... YOU DOPE.

THIS GUY... GETS SHOT IN THE HEAD... AND IT'S *NUTHIN'* TO HIM...?

YOU SACRIFICED YOURSELF FOR NOTHING. RALPH'S BULLET COULDN'T HAVE HURT ME.

ALL YOU HAD TO DO... WAS PLAY...

LET'S GET OUT OF HERE!

ARE YOU KIDDING? THIS, SONNY, IS *NEWS!*

WEREN'T YOU THE ONE BELLYACHIN' ABOUT WHAT A DULL ASSIGNMENT THIS WAS...

I DON'T WANT TO *DIE*, JOY. LET'S GET CLEAR AND TAKE NOTES LATER!

YOU GET CLEAR, SHUTTER-BUG. I'VE GOT YOUR CAMERA. *I'LL* GET THE STORY!

SOMEBODY CALL *THE POLICE!*

YOU CAN'T! THEY BROKE UP!!

I'M HISTORY!

BOOK UP! BOOK UP!

EXIT

BEYONDER.

MURAMOTO IS DEAD. IF YOU'D LEFT HIM IN TOKYO, HE'D BE ALIVE.

SAVE ME THE HISTORY, PUMA. DO WHAT YOU'VE COME TO DO.

THAT, I WILL.

I'VE ALWAYS HAD MY DOUBTS. EVEN TONIGHT, I WAS NOT SURE I'D COME TO DO THE RIGHT THING.

MURAMOTO IS DEAD. MY FRIEND, DEAD.

NOW I KNOW.

THIS IS IT.

GO ON THEN, PUMA. DO WHAY YOU'VE COME TO DO!

FULFILL YOUR DESTINY!!

BLAMMO

ACHIO'S

IN A BACK ALLEY...

WHAT...

...WAS...

...THAT?!

MOMENTARILY...

HATED TO LOOK LIKE A WIMP IN FRONT OF JOY, BUT I HAD TO GET AWAY...

...TO SWITCH TO SPIDEY!

NOW THAT I'VE WEBBED MY STREET DUDS UP ON THAT ALLEY WALL, I CAN...

...THAT GLOW...

NO!!

YES!!

STAY BACK, SPIDER-MAN! ONCE THE PUMA FIT EXACTLY INTO HIS LIFE'S ROLE... WITHOUT ANY DOUBTS... THE UNIVERSE ALIGNED ITSELF AROUND HIM HARMONIOUSLY! HE IS ONE WITH THE UNIVERSE!

HE HAS THE POWER TO KILL EVEN *ME!*

WE'LL SEE ABOUT *THAT!*

I'VE BEEN A FOOL! WHAT A WASTE OF TIME FOR ME TO TRY AND FIND HELP TO KILL THE BEYONDER! THE ANCIENT LEGENDS ARE TRUE!

I AM THE *PUMA!!*

I DON'T *NEED* ANY HELP! AND *NO ONE* CAN *STOP* ME!

THWACK!

DON'T BET ON IT, FURRY. I'VE BEEN KNOWN TO BREAK UP A PARTY OR TWO IN MY TIME!

WWW

WONDERFUL. THE *UNIVERSE* IS AT STAKE, AND I'M CRACKING JOKES. WELL, GOTTA DO *SOMETHING* TO KEEP MY TEETH FROM CHATTERING...!

C'MON, PUMA. JUST GIVE IT UP. MY WEBBING IS TOO STRONG FOR YOU TO...

OH, STOP.

IN HIS NEW FORM, PUMA'S TOO STRONG; TOO POWERFUL.

I...I'M LOSING IT...STARTING TO PANIC...

IT'S CUT AND RUN TIME!

C'MON, BEYONDER! LET'S RETREAT TO A SAFE DISTANCE, SAY, NEW JERSEY!

LET GO!! DON'T INTERFERE!!

ARE YOU ON *DRUGS*?! PUMA WILL *WASTE* YOU!!

EXACTLY!!

ZZAAPP!!

YEEOOWW!!

YOU...

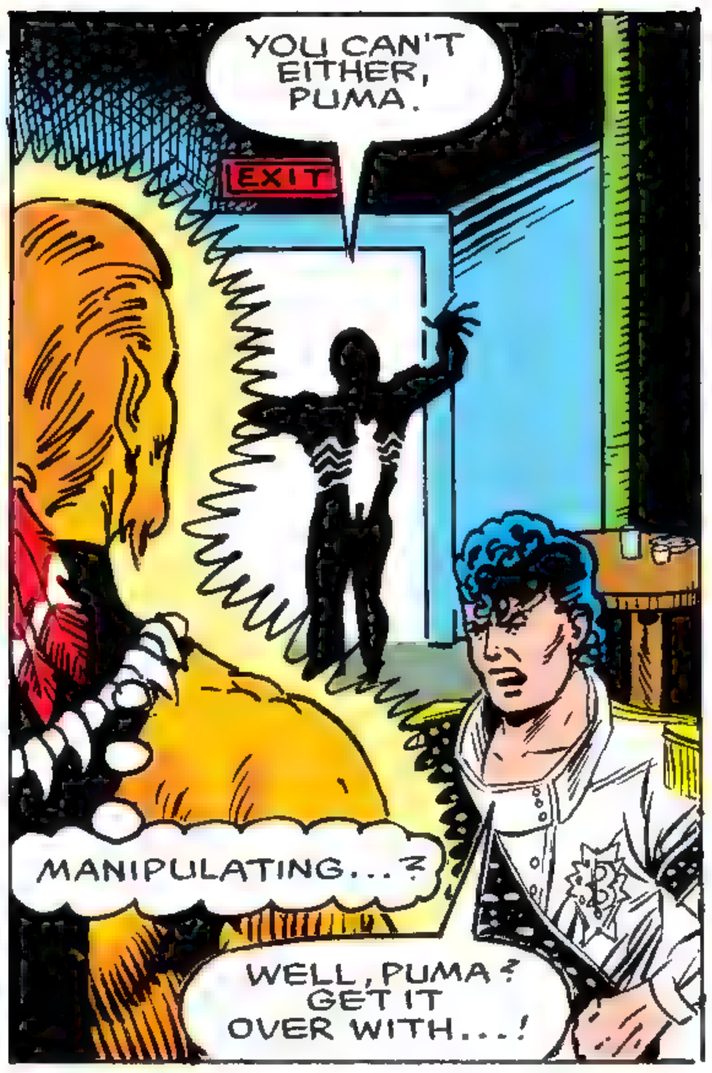
...HE...

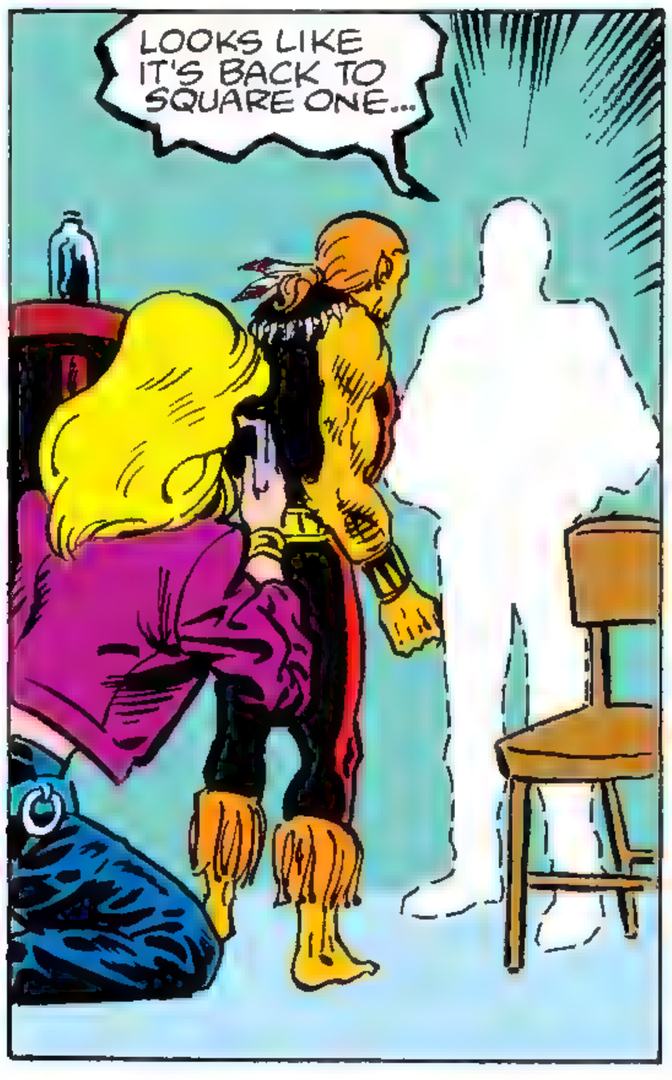
...I...

YOU GUYS ARE *NUTS*!

AND, I DON'T WANNA HANG AROUND HERE FOR THE BLOODBATH!

THE TRUTH IS, I CAN'T TELL THE DIFFERENCE BETWEEN REALITY, AND WHEN THE BEYONDER IS MANIPULATING ME! AND, OBVIOUSLY...





JIM OWSLEY
Writer
RICH BUCKLER
Layouts
M. HANDS
Finishes
JANICE CHIANG
Letterer
NEL YOMTOV
Colorist
JIM SHOOTER
Editor
TOM DeFALCO
Executive Editor

CONTINUING THE AWESOME SAGA OF...

MARVEL SUPER HEROES™ SECRET WARS II™

THE BEYONDER™ VERSUS MEPHISTO™

IN A DEADLY CONTEST OF WILLS... WHILE THE FATE OF A UNIVERSE HANGS IN THE BALANCE!

LEIBER ✱ RUBINSTEIN

BONUS POSTER! ON INSIDE COVERS!

MARVEL®

©1985 MARVEL COMICS GROUP

TM

75¢ 274 MAR 02457

APPROVED BY THE COMICS CODE AUTHORITY

ALL NEW!

NO ADS! 32 PAGES!

SECRET WARS II™ CONTINUES IN THIS ISSUE!

the AMAZING SPIDER-MAN®

IN THIS ISSUE:

THE BEYONDER™ BATTLES MEPHISTO!™

LARRY LIEBER / JOHN ROMITA, SR.

THE SOUL OF THE SPIDER!

the AMAZING SPIDER-MAN®

PROLOGUE: SOMEWHERE IN THE DESERT SOUTHWEST OF HARTSDALE, NEW MEXICO...

VVVVV

VAOOOM!

THERE'S THE RESERVATION--!

I JUST HOPE THERE'S STILL SUFFICIENT TIME LEFT FOR US TO ACT!

WHERE'S MY UNCLE? I MUST SEE HIM--*NOW!!*

H-HE'S IN HIS TEPEE!

SCREECH!

UNCLE! I JUST FLEW IN FROM NEW YORK CITY, AND DROVE DIRECTLY FROM MY PRIVATE AIRSTRIP!

WE'RE ALL IN GREAT DANGER!

I HAVE SEEN THE ENEMY OF ALL LIFE--WHOSE COMING WAS FORETOLD IN OUR ANCIENT PROPHECIES!

HE'S REAL! THE *ONE FROM BEYOND* IS NO MYTH!

BUT, I FAILED IN MY MISSION TO DESTROY HIM!*

HE WAS TOO MUCH FOR EVEN THE POWER OF *PUMA!*

*SEE PETER PARKER #171--OWZ!

IT GLADDENS ME TO SEE THAT YOU SURVIVED YOUR BATTLE WITH HIM, THOMAS... BUT, IN MY HEART, I HAVE ALWAYS KNOWN THAT YOU WERE DESTINED TO FAIL.

WE MUST DO SOMETHING, UNCLE! I'VE SEEN THIS *BEYONDER* IN ACTION! FELT HIS POWER RUN THROUGH ME.

HE'S A THREAT TO THE ENTIRE WORLD! PERHAPS TO THE UNIVERSE ITSELF!

THERE IS NOTHING WE CAN DO NOW, EXCEPT WAIT AND PRAY...

FOR WHAT--?!

SINCE THE CHAMPION OF DEATH COULDN'T STOP THE ONE FROM BEYOND...

...OUR ONLY HOPE RESTS WITH THE CHAMPION OF LIFE!

WHO IS THIS MIGHTY CHAMPION?

I DO NOT KNOW...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN

LO, THERE SHALL COME A CHAMPION!

IN A GALAXY SO DISTANT THAT ITS LIGHT WILL NOT REACH THE MILKY WAY UNTIL LONG AFTER PLANET EARTH HAS BEEN REDUCED TO COSMIC ASH, THE **ONE FROM BEYOND** STANDS...

...AND PONDERS THE FATE OF THIS MANY-LAYERED UNIVERSE!

SHOULD HE WIPE IT CLEAN? ERASE IT, AND LEAVE IT AS BARREN AND LIFELESS AS THE ONE IN WHICH HE ONCE DWELLED? OR, CONTINUE HIS SEEMINGLY FUTILE QUEST TO FIND PEACE WITHIN THE REALM OF EXISTENCE?

SO GREAT IS HIS INNER TURMOIL THAT THE VERY FABRIC OF REALITY IS RENT AROUND HIM!

SUNS IMPLODE! WORLDS COLLIDE! PARALLEL DIMENSIONS COLLAPSE UPON THEMSELVES!

AND, YET, THIS IS ONLY THE BEGINNING--!

CONTINUING THE AWESOME SAGA OF SECRET WARS II

TOM DeFALCO - SCRIPT
RON FRENZ - LAYOUTS
JOE RUBINSTEIN - FINISHES
JOE ROSEN - LETTERING
JIM OWSLEY - EDITOR
JIM SHOOTER - EDITOR-IN-CHIEF

TOM MORGAN & JAMES FRY
FINISHED PENCILS

JOHN ROMITA SR.
ADDITIONAL FINISHES

RUSS STEFFENS
BACKGROUND INKS

JACK FURY
ART ASSIST

GEORGE ROUSSOS & CO.
COLOR

SUDDENLY, THE **ONE FROM BEYOND** SENSES A NEARBY DISTURBANCE. TO HIM, IT IS ONLY A PETTY ANNOYANCE --

--IN THE FORM OF A VAST SPACE ARMADA-- THE COALITION OF OVER THIRTY THOUSAND, ADVANCED GALACTIC CIVILIZATIONS!

COMMANDER, WE HAVE THE *BEYONDER*, BUT WE MUST HURRY! OUR SENSORS INDICATE THAT HE'S PREPARING TO TAMPER WITH THE VERY FRAMEWORK OF REALITY!

WE HAVE NO CHOICE! WE MUST EMPLOY OUR ULTIMATE WEAPON --THE *GALACTIC ERADICATOR!*

A THOUSAND INHABITED WORLDS WILL PERISH IN ITS AFTERSHOCK, BUT THAT'S A SMALL PRICE TO PAY FOR THE SALVATION OF THE ENTIRE UNIVERSE!

UPON MY COMMAND...

FIRE!!

STREAKING ACROSS THE VOID OF SPACE WITH A SPEED WHICH FAR EXCEEDS LIGHT ITSELF, THE BEAM BURSTS UPON THE SOLITARY FIGURE--

--FORCING HIM BACKWARD A SINGLE STEP!

HE IS NOT AMUSED!

WITH THE MEREST OF SHRUGS, HE CAUSES THE ENTIRE SPACE FLEET--

--TO VANISH FROM EXISTENCE!

NOT CONTENT WITH THIS PUNISHMENT, HE REACHES OUT TO THE HOMEWORLDS FROM WHICH THE FLEETS CAME--

--AND TO EVERY PLANET THAT EVER HAD CONTACT WITH ANY OF THESE WORLDS...

THEY, TOO, CEASE TO EXIST!

BUT, HE REALIZES THAT HE HASN'T COMPLETELY WIPED AWAY THE MEMORY OF THESE RACES.

HIS ACTIONS ARE CONSTANTLY BEING OBSERVED BY THE MOST SOPHISTICATED BEINGS IN THIS MULTIVERSE!

HOWEVER, HE CAN FIX THAT...

...BY ELIMINATING THEM TOO!

DEEP WITHIN HIS DARK DOMAIN, BROODS THE SUPREME LORD OF HATE AND EVIL... MEPHISTO!

SO! THE *BEYONDER* NOW VANISHES TO A PLACE WHERE EVEN MY MYSTIC VAPORS CANNOT FOLLOW!

HOW I DESPISE HIM!

ON A WHIM, HE JUST ELIMINATED A FEW THOUSAND GALACTIC RACES--

--BUT NOT EVEN MY BELOVED *DEATH* PROFITED BY THIS ACTION!

THOSE BEINGS DIDN'T *DIE*-- THEY MERELY CEASED LIVING! IT'S AS THOUGH THEY *NEVER* EXISTED!

COUNTLESS BILLIONS OF SOULS WHOSE SUFFERINGS I WILL FOREVER BE DENIED!

I DEPLORE SUCH WASTE!

--NOT EVEN THE SIMPLE PLEASURE OF WATCHING A HATED ENEMY SUFFERING ETERNAL TORMENT!

FWAK!

THERE CAN BE NO DOUBT NOW THAT THE BEYONDER IS DETERMINED TO DISMANTLE THE ENTIRE MULTI-VERSE!

HOW SHOULD I AWAIT THIS FINAL CATACLYSM?

BY CRINGING IN FEAR--

--OR, BY RAISING A HOARY HOST OF DEMONS TO BATTLE HIM?

NOTHING CAN COM-FORT ME NOW--

NO! MEPHISTO HAS OTHER, FAR MORE POTENT WEAPONS! *DECEIT! TREACHERY!*

I SHALL STRIKE AT THE BEYONDER IN A WAY HE WOULD NEVER SUSPECT!

THOUGH THE THOUGHT OF IT REVOLTS ME, I SHALL HELP PRESERVE MY OWN INFERNAL DOMAIN BY SIDING WITH THE FORCES OF LIFE!

WAIT! I SUDDENLY SENSE A PRESENCE--!

MEPHISTO! I'VE COME FOR YOU AND YOUR ENTIRE REALM!

I'M GOING TO ERASE THIS MESS--AND, THEN, CONTINUE ONTO THE REST OF THE MULTI-VERSE!

DON'T BOTHER TRYING TO RESIST ME. IT WON'T DO YOU ANY GOOD!

I DON'T THINK MANY PEOPLE WILL BE SORRY TO SEE THIS PLACE GO!

JUST LISTEN TO THAT RACKET!

HOW COULD YOU EVER CONCENTRATE WITH SO MANY SOULS SCREAM-ING IN AGONY?

I ALWAYS FOUND IT RATHER... UPLIFTING!

I'LL BET!

OH, WELL I SUP-POSE I SHOULD GET STARTED. I HAVE A LOT OF WORK AHEAD OF ME!

WAIT! AN IMMORTAL SUCH AS YOURSELF SHOULDN'T FEEL PRESSURED BY TIME!

THERE IS NO NEED FOR HASTE!

MY HUMBLE DOMAIN AND I MAY YET PROVIDE YOU WITH A SMALL AMUSE-MENT, OR TWO.

I DOUBT IT! I'VE ALREADY SEEN EVERYTHING THIS MULTIVERSE HAS TO OFFER.

PERHAPS, THAT IS TRUE...

"...BUT, AS I UNDERSTAND IT, YOU ORIGINALLY BECAME AWARE OF THIS MULTIVERSE BECAUSE SOME COSMIC EVENT POKED A *PINHOLE* INTO YOUR UNI-VERSE..."

"FASCINATED, YOU TOOK HUMAN FORM AND CAME HERE TO WALK AMONG MEN, AND STUDY THE THING CALLED *DESIRE!*"

"OF COURSE, THE PRESENCE OF ONE AS POWERFUL AS YOURSELF DID NOT GO UNNOTICED BY THE *GREAT BEINGS* OF THIS UNIVERSE!"

"...YOU WERE ONLY INTERESTED IN CON-TINUING YOUR STUDIES. EVENTUALLY, YOU MET A RATHER DISTASTE-FUL INDIVIDUAL KNOWN AS *DOCTOR STRANGE...*"

"...AND, YOU SOON CONCLUDED THAT YOUR *TRUE* ROLE IN THIS UNIVERSE WAS TO SHOW ALL THE *OTHER* BEINGS WHAT *THEIR* TRUE ROLES WERE!"

"CONFUSED BY ALL THIS, YOU TURNED TO THE ONE BEING IN THIS UNIVERSE WHOM YOU PERCEIVED AS A FRIEND, OWEN REECE, THE *MOLE-CULE MAN...*"

"BUT, YOU DIDN'T CARE ABOUT US..!"

"...HE SHOWED YOU THE PATH TO EN-LIGHTENMENT..."

"UNFORTUNATE-LY, ONE SUCH BEING WAS *PUMA*, WHOSE TRUE ROLE WAS TO DE-STROY YOU!"

"...AND EVEN HE TRIED TO DESTROY YOU!"

AND, NOW, ANGERED BY REECE'S BETRAYAL, YOU'VE DECIDED TO DESTROY THE ENTIRE MULTIVERSE!

CAN'T YOU SEE THAT THIS WHOLE THING DOESN'T WORK?!

DESIRE MAKES EVERY BEING IN EXISTENCE UN-FULFILLED, AND INCOMPLETE!

SURELY, IN YOUR MANY TRAVELS, YOU MUST HAVE MET SOME INDIVIDUALS WHO HAD FOUND A KIND OF FULFILLMENT?

A FEW.

WHAT OF THEM? AREN'T THEY WORTHY OF LIFE? SHOULDN'T THEY BE GIVEN A CHANCE TO SURVIVE?!

IF NOTHING ELSE, THIS CHANCE MAY PROVE TO BE ENTERTAINING!

AND, WE COULD ALWAYS MAKE A SMALL WAGER ON THE OUTCOME!

WHAT KIND OF WAGER?

LET'S SAY THAT THE LIFE OF THE MULTI-VERSE, AND MY OWN POOR KINGDOM, BE EXTENDED FOR SOME INSIGNIFICANT AMOUNT OF TIME... LIKE A FEW MILLENNIA?

ALL RIGHT, BUT I'LL CHOOSE THE TIME!

A SINGLE DAY... AS THE HUMANS MEASURE IT!

A MERE TWENTY-FOUR HOURS?!

THAT'S ALL I'M OFFERING.

I ACCEPT!

NOW, WHO SHALL BE MY CHAMPION--THE *SILVER SURFER*? THE MIGHTY *THOR*?!

NEITHER! YOU MAY HAVE *SPIDER-MAN.*

SPIDER-MAN?! BUT, HE'S ONLY--

HUMAN? THAT'S THE POINT OF THIS TEST, ISN'T IT? TO SEE IF A MORTAL IS WORTHY OF LIFE!

WHAT OF YOUR CHAMPION?

HHM! I THINK I KNOW JUST THE FELLOW!

HE'S AN OLD FRIEND OF YOURS IF I'M NOT MISTAKEN! ONE YOU'VE BEEN TORTURING FOR CENTURIES!

A CREATURE TOTALLY DEVOID OF MERCY, WHO HATES YOU ABOVE ALL OTHERS--

"--*ZARATHOS*, THE LIVING SPIRIT OF VENGEANCE!"

FREE, AT LAST! NO LONGER DOES THAT HATED CRYSTAL CONSTRAIN ME!

ZARATHOS IS FREE ONCE MORE TO WREAK HIS MERCILESS WILL ON THE UNSUSPECTING MASSES!

NOT SO FAST, FLAME-FACE!

I GIVE THE ORDERS AROUND HERE!

KNEEL!

I...MUST DO AS YOU... COMMAND!

THAT'S BETTER! NOW, I WANT YOU TO GO TO EARTH ON A MISSION FOR ME...

"IF YOU SUCCEED, I WILL RELEASE YOU FROM YOUR ETERNAL TORMENT--AND YOU'LL HAVE THE SATISFACTION OF STICKING IT TO MEPHISTO ONE LAST TIME!"

IF I FAIL...

YOU GET SHOVED BACK INTO YOUR CRYSTAL PRISON--

--AND THE MULTIVERSE SURVIVES ANOTHER DAY!

GOOD LUCK!

YOU NEEDN'T BOTHER CONJURING ANY OF YOUR MYSTIC VAPORS, MEPHISTO! THIS QUADRAPHONIC VIDEO MONITOR WILL KEEP US ABREAST OF THE BET'S PROGRESS!

SINCE SPIDER-MAN IS AN INDIVIDUAL WHO'S MOTIVATED BY A DEEP SENSE OF ***RESPONSIBILITY***, ALL ZARATHOS HAS TO DO IS GET HIM TO RENOUNCE HIS RESPONSIBILITY IN SOME CONCRETE FASHION.

SUCH AS--?

OH, I'M CERTAIN SOMETHING WILL PRESENT ITSELF!

YOU KNOW, I'M REALLY BEGINNING TO ENJOY THIS! I'M GLAD I CAME.

TO THINK THAT MY FATE--AND THE FATE OF ALL THAT I VALUE--IS TIED TO A MERE MORTAL!

WELL, HE'D BEST NOT FAIL ME! I MUST WIN THAT EXTRA DAY! TO PLAN! TO SCHEME! TO CONTINUE TO SURVIVE!

I MUST WIN IT, AND ***I SHALL!*** SO SWEARS MEPHISTO!

THAT IMAGE! IT'S A HOSPITAL...

"...MY SNIVELLING EXCUSE FOR A CHAMPION MUST BE INSIDE."

JUST HEARD THE GOOD NEWS, NATHAN. THE DOC SAYS YOU'LL BE COMING HOME SOON.

MAYBE NOT, PETER, I'M STARTING TO LIKE IT HERE.

I ENJOY THE VISITS FROM ALL THESE BEAUTIFUL WOMEN.

NATHAN LUBENSKY, YOU'RE SUCH A FLIRT! I SOMETIMES WONDER WHY MAY PARKER PUTS UP WITH YOU.

ISN'T IT OBVIOUS, ANNA? THE WOMAN KNOWS QUALITY WHEN SHE SEES IT.

OH, NATHAN --HUSH UP!

WISH WE COULD STAY LONGER, DEAR, BUT MARY JANE IS TAKING HER AUNT AND ME OUT FOR THE DAY.

SOON...

SO, WHERE ARE YOU LADIES HEADED?

WE'RE GOING TO CATCH A QUICK LUNCH, AND THE CHRISTMAS SHOW AT RADIO CITY.

CARE TO JOIN US?

I'D LOVE TO--BUT A FREELANCE PHOTOGRAPHER IS ON CALL TWENTY-FOUR HOURS A DAY, I'VE GOT TO GET HUSTLING OFF TO MY NEXT ASSIGNMENT.

YOU WORK TOO HARD, TIGER, YOU DESERVE AN OCCASIONAL BREAK.

TAKE SOME TIME OFF, IT ISN'T OFTEN WE'RE ALL TOGETHER.

GO AHEAD, YOU OWE IT TO YOURSELF.

IT'S REAL TEMPTING, LADIES...

...BUT, I CAN'T.

SHORTLY...

I REALLY WISH I COULD HAVE GONE WITH THEM, BUT I JUST CAN'T AFFORD TO BLOW OFF THIS ASSIGNMENT.

I NEED THE MONEY...

...ESPECIALLY WITH NATHAN'S HOSPITAL BILL'S COMING DUE.

THEN, THERE'S CHRISTMAS...

A QUICK GLANCE TO MAKE CERTAIN HE'S GATHERED ALL OF HIS CLOTHES WITHIN HIS WEB-SACK--

--TWO TAPS TO THE WAFER-THIN BUTTONS HIDDEN BENEATH THE PALMS OF HIS GLOVES TO TRIGGER HIS WEB-SHOOTERS--

--AND THE AMAZING SPIDER-MAN IS SOON SWINGING HIGH ABOVE THE CITY STREETS!

IT WAS REAL NICE OF ANNA WATSON TO STOP IN ON NATHAN TODAY.

GUESS SHE'S IN TOWN TO VISIT MARY JANE FOR THE HOLIDAYS.

OHMIGOSH! I JUST REALIZED THAT I'VE BEEN SO BUSY LATELY THAT I NEVER NAILED DOWN ANY DEFINITE PLANS WITH AUNT MAY FOR CHRISTMAS DAY.

CAN'T WORRY ABOUT THAT NOW! THERE'S THE WAREHOUSE I'VE BEEN LOOKING FOR...

THERE! MANAGED TO SLIP IN THROUGH THE SKYLIGHT WITHOUT MAKING A SOUND.

THAT BEAM LOOKS LOOKS LIKE A GOOD PLACE TO SET UP SHOP.

MY CAMERA'S FOCUSED, AND LOADED WITH FILM.

TALK ABOUT A PLUM ASSIGNMENT! THE *DAILY BUGLE* GOT TIPPED THAT THE POLICE WERE GOING TO BUST THIS HOT CAR RING TODAY...ALL I HAVE TO DO IS SNAP THE PIX!

HEY, MARTY, COME HERE...

EVERYTHING SET FOR TONIGHT?

YEAH, THE *HIT* IS GOING DOWN AS PLANNED.

IT'S PERFECT! NOBODY'LL EVER THINK TO CONNECT A SMALL GANG LIKE OURS WITH THE DEATH OF A MAJOR PLAYER LIKE--

--THE *KINGPIN* OF CRIME!!

HE'S GOT A STANDING DINNER RESERVATION FOR 6:00 AT THE *CENTURY CLUB*...

"...AND OUR BOY IS SET TO POP HIM GOING IN THE FRONT DOOR!"

I DON'T BELIEVE IT! THOSE CHEAP THUGS ARE ACTUALLY PLANNING TO KNOCK OFF THE NUMBER ONE CRIME-LORD IN THE CITY!

SUDDENLY, AT THE PRECISE MOMENT, THE DOORS OF THE WAREHOUSE EXPLODE INWARD...

THIS IS THE *POLICE!*

GRAB AIR, YOU DIRT-BAGS!

TALK ABOUT A LOUSY SENSE OF TIMING!

GUESS THERE'S NOTHING I CAN DO NOW EXCEPT TAKE MY PIX, AND CLEAR OUT BEFORE I'M SPOTTED.

A FEW MINUTES LATER...

HAVE TO DROP MY FILM OFF AT THE DAILY BUGLE, BUT THAT'S NOT MY MAIN WORRY NOW.

WHAT AM I GOING TO DO ABOUT THE KINGPIN? HE'S A MAN WHO GETS A CUT FROM EVERY CRIME COMMITTED IN THIS CITY.

HE PROFITS FROM DRUGS, PROSTITUTION, AND EXTORTION!

AND YET, CAN I LET EVEN A GUY LIKE THAT BE MURDERED?

SEE? I TOLD YOU A CONCRETE PROBLEM WOULD PRESENT ITSELF!

THE *KINGPIN* OF CRIME IS NOT UNKNOWN TO ME.

I WOULD PREFER THAT HE NOT BE KILLED... YET.

OH, YOU'RE JUST AFRAID OF LOSING A USEFUL AGENT.

TRUST ME, MEPHISTO, IF SPIDER-MAN FAILS TO SAVE HIM...

"...THAT'LL BE THE *LEAST* OF YOUR HASSLES!"

THE KINGPIN HAS TRIED TO KILL ME ON MORE OCCASIONS THAN I'D CARE TO REMEMBER.

BUT IT WOULD BE WRONG TO DO NOTHING.

LET HIM DIE!

WHAT THE--?!

THE KINGPIN MUST BE PUNISHED FOR HIS MANY CRIMES!

HE DESERVES DEATH!!

WHAT *IS* THIS THING?! WHERE DID IT COME FROM?!

FORGET THE KINGPIN! HE ISN'T YOUR CONCERN!

THE CREATURE IS FIRING SOME KIND OF DARK MIST FROM ITS MOUTH--!

÷UFF÷ COULDN'T AVOID IT IN TIME!

÷WHEW÷ SMELLS TERRIBLE...A LOT LIKE SULFUR!

GOTTA GET OUT OF HIS RANGE, AND REGAIN MY BALANCE BEFORE HE CAN CONTINUE HIS--

--ATTACK?!

HEY--!

HE'S...GONE! VANISHED!

IT'S LIKE HE WAS NEVER REALLY THERE!

I DON'T GET IT! NO ONE ON THE STREET SEEMS TO HAVE NOTICED ANYTHING OUT OF THE ORDINARY.

WAS I HALLUCI-NATING, OR--?!

NO! MY SPIDER-SENSE IS TINGLING...WARNING ME OF DANGER FROM ABOVE--!

STUN BOMBS!

BWAM!

BWAM!

AT LEAST THIS IS A THREAT I CAN DEAL WITH!

ONE QUICK FLIP WILL BRING ME FACE TO FACE WITH MY ATTACKER!

NO, IT CAN'T BE!

NOT YOU--!

SURPRISED, YOU WEB-SWINGING MORON?

SURELY, YOU MUST HAVE KNOWN THAT YOUR GREATEST ENEMY WOULD EVENTUALLY RETURN TO HAUNT YOU!

SURELY, YOU'VE ALWAYS FEARED THE RETURN OF... *THE GREEN GOBLIN!*

REACTING ALMOST FASTER THAN THE HUMAN EYE CAN FOLLOW, SPIDER-MAN SUDDENLY LEAPS AN INCREDIBLE TWENTY FEET, AND THEN...

I'VE GOT TO HAND IT TO YOU, MISTER! YOU REALLY SPOOKED ME FOR A MOMENT THERE.

BUT, I'M OVER THAT NOW!

GOT TO TIME THIS MANEUVER PERFECTLY!

MADE IT!

YOU MAY HAVE FOUND ONE OF THE GOBLIN'S SPARE COSTUMES, AND SOME OF HIS OLD EQUIPMENT... BUT, YOU'RE DEFINITELY NOT HIM!

HE'S DEAD, AND I WAS THERE WHEN IT HAPPENED!

NOW, LET'S SEE WHO YOU REALLY ARE--!

I... DON'T BELIEVE IT!

YOU LOOK LIKE *NORMAN OSBORN*--THE ORIGINAL GREEN GOBLIN!

B-BUT, I SAW HIM DIE!

YES, I DIED ...BECAUSE OF *YOU!*

I WAS THE *FATHER* OF YOUR BEST FRIEND!

YOU HAD A RESPONSIBILITY TO HIM... AND ME!

YOU SHOULD HAVE FOUND A WAY TO SAVE ME!

I DIDN'T HAVE TO DIE!

WHY ARE YOU SO CONCERNED WITH THE KINGPIN--WHEN YOU DIDN'T CARE ABOUT ME?!

YOU SHOULD HAVE SAVED ME! *ME!!*

OSBORN, *LOOK OUT!* YOU'RE HEADED STRAIGHT FOR THAT BUILDING!

HURRY! THERE'S STILL TIME FOR YOU TO VEER OFF--

IT'S NO USE! HE DIDN'T EVEN TRY...

KAFWAK!

WHAT'S HAPPENING TO ME? THERE'S NO WAY THAT COULD HAVE BEEN THE REAL NORMAN OSBORN!

IS ONE OF MY OLD ENEMIES USING THESE CRAZY ILLUSIONS AGAINST ME, OR--AM I GOING MAD?!

=*UNN*= TO MAKE MATTERS WORSE, MY HEAD JUST STARTED POUNDING WITH THE GREAT GRANDDADDY OF ALL MIGRAINES!

I KNEW THAT PITIFUL HUMAN WOULD FAIL ME!

THE BATTLE HAS HAS BARELY STARTED, AND HE'S ALREADY BEGUN TO DOUBT HIMSELF!

NO MATTER! I WILL TAKE WHATEVER RISKS ARE NECESSARY TO ASSURE MYSELF OF A VICTORY OVER THE BEYONDER...

"...EVEN IF I MUST SACRIFICE THE ENTIRE HUMAN RACE TO DO SO!"

AT LAST! I FINALLY MANAGED TO WASH THAT SULFUR SMELL OFF ME.

WHEW! THIS COSTUME'S GOING TO NEED A GOOD SOAKING, TOO.

GUESS I'D BETTER SLIP INTO MY BLACK ONE BEFORE I HEAD OUT TO THE DAILY BUGLE.

BUT, A FEW MINUTES LATER...

UGNN! HEADACHE'S GETTING WORSE!

MY HEAD FEELS LIKE IT'S GONNA BURST!

IT'S ONLY TWO O'CLOCK.

MAYBE A QUICK NAP WILL HELP.

THERE'S STILL PLENTY OF TIME FOR ME TO GET MY PICTURES TO THE BUGLE--

--AND, FIGURE OUT WHAT TO DO ABOUT THE KINGPIN!

PETER...

PETER... THAT VOICE--! IT'S SO FAMILIAR!

W-WHO ARE YOU?

DON'T YOU RECOGNIZE US?

HELLO, SON!

MOM! DAD! IS IT REALLY YOU--?!

IT'S BEEN SO LONG SINCE I LAST SAW YOU. I WAS ONLY A KID WHEN YOU... YOU...

WE DIDN'T WANT TO LEAVE YOU, SON.

I KNOW.

IS SOMETHING WRONG? THE TWO OF YOU SEEM SO... DISTANT.

IT'S BECAUSE YOUR LIFE HAS BEEN SUCH A GREAT DISAPPOINTMENT TO US, PETER.

WHEN YOU WERE A CHILD, YOU PROMISED TO STUDY HARD IN SCHOOL. *YOU LIED!* YOU'RE NOTHING BUT A COLLEGE DROP-OUT NOW!

YOU OWED IT TO OUR MEMORY TO COMPLETE YOUR EDUCATION!

WE HAD SUCH HOPES AND DREAMS FOR YOU--BUT, YOU LET US DOWN!

T-THIS ISN'T FAIR!

I'VE ALWAYS TRIED MY BEST!

CAN'T YOU SEE THAT?!

IT WASN'T GOOD ENOUGH!

YOU SHOULD HAVE WORKED HARDER, AND DONE BETTER!

ARRGHH!

ARRGHH!

W-WHAT A NIGHTMARE?

MY PARENTS DIED WHILE I WAS A CHILD...

GUESS I'VE ALWAYS SECRETLY FEARED THAT I WASN'T LIVING UP TO THEIR EXPECTA-TIONS.

BUT, THAT DREAM WAS SO...

..REAL?!

MY FACE--! WHAT'S HAPPENED TO IT?!

M-MUST BE A LOT SICKER THAN I THOUGHT!

G-GOTTA GET TO A DOCTOR BEFORE IT'S...

...TOO LATE!

DON'T YOU THINK THE *BOILS* WERE A STROKE OF GENIUS, MEPHISTO? THEY ADD JUST THE RIGHT TOUCH OF HORROR.

GLOAT WHILE YOU STILL CAN, BEYONDER. MY TURN WILL COME ...EVENTUALLY!

IT'S OBVIOUS THAT THE MASTER PLANS SOME TREACHERY!

IF HE WINS, HE WILL CONTINUE TO LORD IT OVER US IN THIS INFERNAL DOMAIN.

ANYTHING-- EVEN NON-EXISTENCE-- IS PREFERA-BLE TO THAT!

MEANWHILE...

YOU'D BETTER HAVE MY CAR READY A LITTLE EARLY THIS EVENING...

THIS WEATHER MAY CAUSE A FEW DELAYS IN TRAFFIC, AND I WISH TO ARRIVE AT THE CENTURY CLUB AT MY USUAL TIME.

I'VE ALREADY MADE ALL THE PROPER ARRANGEMENTS, KINGPIN.

VERY GOOD.

ELSEWHERE...

IT'S NO USE! CAN'T GO ANOTHER STEP!

G-GOTTA REST!

WHAT AM I GONNA DO? IT'LL BE A MIRACLE IF I CAN REACH A HOSPITAL! THERE'S NO WAY I'LL BE ABLE TO PREVENT THE KINGPIN'S EXECUTION!

HEY, YOUNG FELLA...

YOU ALL RIGHT? YOU LOOK KIND OF SHAKY.

S-SICK...

H-HAVE TO GET TO AN EMERGENCY ROOM...

HERE LET ME HELP YOU.

EASY DOES IT! I'LL SOON GET YOU WHERE YOU BELONG.

D-DON'T KNOW HOW TO THANK YOU. YOU'RE A REAL LIFE-SAVER!

IT'S THE LEAST I COULD DO, PETER.

H-HOW DID YOU KNOW MY NAME?

DON'T TELL ME THAT YOU'VE FORGOTTEN ME ALREADY, PETER.

AND, I USED TO THINK WE WERE SUCH GOOD FRIENDS.

C-CAPTAIN STACY?! BUT THAT'S IMPOSSIBLE! YOU'RE--

DEAD?

YES, I DIED BECAUSE YOU WEREN'T CLEVER ENOUGH TO SAVE ME.

YOU WERE MY ONLY DAUGHTER'S BOYFRIEND!

I PUT MY FAITH IN YOU, BUT YOU FAILED ME!

YOU LET ME DIE!!

HOW COULD YOU DO THAT TO ME, PETER? I THOUGHT YOU WERE A MAN WHO KNEW HOW TO LIVE UP TO HIS RESPONSIBILITIES!

THIS... CAN'T BE REAL! HE JUST TRANSFORMED HIS CAR INTO SOME SORT OF GHASTLY HEARSE!

YOUR DEATH WASN'T MY FAULT, CAPTAIN!

THAT'S A COP-OUT, PETER...

"...WE BOTH KNOW THAT YOU POSSESS SOME PRETTY AMAZING POWERS..."

"...IT'S YOUR ***DUTY*** TO PROTECT PEOPLE LIKE ME!"

NO, THAT'S NOT TRUE!

I'M NOT THE WORLD'S KEEPER!

I HAVE MY OWN LIFE TO LIVE!

OHMIGOSH! SOMETHING'S FALLING TOWARDS ME--!

IT'S GWEN-- THE ONLY WOMAN I'VE EVER LOVED!

SHE'S PLUMMETING TO HER DEATH...JUST LIKE BEFORE!

BUT, I CAN'T LET HER DIE! NOT AGAIN!

IYYEEEEE!!

OH, NO! I INSTINCTIVELY TRIED TO FIRE A WEBLINE, BUT I'M NOT WEARING MY SHOOTERS!

GOTTA THINK--

THAT FLAG-POLE--!

IF ONLY I CAN HIT IT JUST RIGHT--!

=UGGN= THAT PUT A TERRIBLE STRAIN ON MY KNEES--BUT, I'VE GOT TO IGNORE THE PAIN!

THIS IS IT--!

I WON'T GET A SECOND CHANCE!

GOTCHA!!

YOU'RE GOING TO MAKE IT, PRETTY LADY!

YOU'RE SAFE NOW!

EVERYTHING'S GOING TO BE ALL RIGHT. ***I DID IT!*** I MANAGED TO SAVE YOU THIS TIME.

WHAT GOOD DOES THAT DO ME NOW, PETER?

I'M ALREADY DEAD!

YOU HAD YOUR CHANCE TO SAVE ME WHEN IT REALLY MATTERED-- AND, ***YOU FAILED!!***

I COUNTED ON YOU TO PROTECT ME! I WAS ***YOUR*** RESPONSIBILITY!

WHY SHOULD I, PETER?

GWEN, ***WAIT--!!***

BUT, YOU OBVIOUSLY DIDN'T CARE ENOUGH TO COME THROUGH FOR ME!

NO!!

I LOVED YOU, GWEN!

I...

...LOVED YOU!

I...NEVER REALIZED THAT HE WOULD HAVE TO SUFFER SO MUCH.

THE BEYONDER IS ACTUALLY FEELING COMPASSION FOR THAT MISERABLE MORTAL. HOW REVOLTING!

STILL, I MAY SOON BE ABLE TO USE THAT TO MY ADVANTAGE.

I HAVE BEEN SECRETLY GATHERING MY POWER TO FEED TO THE HUMAN AT THE PROPER MOMENT.

THOUGH IT WILL HELP HIM DEFEAT ZARATHOS, IT WILL ALSO DESTROY HIM...BUT, I CAN ACCEPT THAT.

LOOK! THE MOMENT OF CRISIS IS AT HAND--!

MY SPIDER-SENSE--!

BARELY MANAGED TO AVOID THAT BLAST IN TIME--!

WHO THE HECK ARE YOU--?!

I AM KNOWN BY MANY NAMES, MAN-SPIDER!

SOME CALL ME THE RAVAGER OF SOULS!

OTHERS KNOW ME AS THE LIVING SPIRIT OF VENGEANCE!

WELL, IF IT'S ALL THE SAME TO YOU, I'LL CALL YOU *PANCAKE*--

--BECAUSE I INTEND TO *FLATTEN* YOU!

NO SENSE BEING BASHFUL! HE OBVIOUSLY KNOWS I'M SPIDER-MAN--

--SO I MIGHT AS WELL JUST DITCH MY CIVVIES, AND GET DOWN TO ACTION!

WHY DO YOU CONTINUE TO RISK YOUR LIFE FOR OTHERS?

NO ONE APPRECIATES YOU!

NO ONE CARES!

HE'S...RIGHT, BUT I CAN'T LET THAT STOP ME!

THERE! MANAGED TO LOSE MY PANTS...

"...NOW, ALL I HAVE TO DO IS SLIP MY WEB-SHOOTERS OUT OF MY BELT, AND SNAP THEM INTO PLACE..."

...PULL ON MY GLOVES AND MASK, AND--

--TA DA! WHO SAYS CLOTHES DON'T MAKE THE MAN?!

MISTER, I DON'T PRETEND TO KNOW WHAT'S BEEN GOING ON TODAY.

I'M NOT SURE THAT I EVEN WANT TO KNOW.

BUT, I'VE HAD ENOUGH!

YOU FOOL! YOU COULD BE USING YOUR SPECTACULAR ABILITIES FOR YOUR OWN GAIN!

MEANWHILE...

TICK!

TICK!

TICK!

TICK!

TICK!

5:30

THINK OF IT! A MAN WITH YOUR TALENTS AND ABILITIES COULD EASILY BECOME RICH BEYOND DREAMS OF AVARICE!

W-WHA--?!

THWIPP

YEAH, BUT THINK OF ALL THE TAXES I'D HAVE TO PAY!

PWACK!

THE GOOD OL' INTERNAL REVENUE SERVICE WOULD BE ABOUT AS ANXIOUS TO *HIT* ME--AS I AM TO *SLAM* YOU!

NO COMMENT, HUH?

THEN, I GUESS YOU WON'T MIND IF I SEE WHAT YOU LOOK LIKE BENEATH THIS RAG--!

U-UNCLE BEN--?!

OF COURSE, PETEY!

÷UGNN÷

AFTER ALL, I'M THE ONE WHO HELPED SHOW YOU THAT WITH GREAT POWER, THERE MUST ALSO COME GREAT RESPONSIBILITY!

FACE IT, PETEY... YOU'RE A SCREW-UP! YOU'VE NEVER ONCE BEEN ABLE TO LIVE UP TO ALL YOUR RESPONSIBILITIES!

WHAT ABOUT YOUR AUNT MAY? WHEN DID YOU LAST SPEND ANY QUALITY TIME WITH HER?

MY ILLUSIONS ARE FINALLY STARTING TO GET TO HIM!

HIS AGONY MUST BE INCREDIBLE...

"...THE SOUL-NUMBING FURY OF MY HELLFIRE MUST BE RIPPING HIM APART!"

W-WHY ARE YOU DOING THIS TO ME?

"IT'S NOT ME, PETER. IT'S YOUR OWN SENSE OF RESPONSIBILITY THAT'S TORTURING YOU."

"THE MORE YOU DO FOR PEOPLE, THE MORE THEY EXPECT FROM YOU. THE MORE THEY DEMAND!"

"UNTIL, YOU ARE EVENTUALLY CRUSHED BENEATH THE WEIGHT OF THEIR EXPECTATIONS OF YOU!"

H-HELP ME! PLEASE--!

"THERE IS NO NEED FOR YOU TO CONTINUE SUFFERING! ALL YOU HAVE TO DO IS..."

...FORGET EVERYONE ELSE!

IGNORE THE DEMANDS OTHERS PLACE UPON YOU!

LIVE FOR YOURSELF, AND...

...ENJOY LIFE!

SPIDER-MAN IS FINALLY STARTING TO SUCCUMB TO ZARATHOS-- AND, WHO CAN BLAME HIM?

I AM TRULY SURPRISED THAT HE LASTED THIS LONG.

YES, THE HUMAN DID WELL.

BUT, NOT WELL ENOUGH! NOW, WHILE THE BEYONDER IS DISTRACTED BY HIS COMPASSION, MEPHISTO WILL STRIKE--!

NO, MASTER! WE CANNOT ALLOW YOU THIS DECEIT! WE WOULD RATHER BE *ERASED* THAN SUFFER ANOTHER MOMENT UNDER YOUR UNHOLY RULE!

GET BACK, YOU CRETINOUS HORDE! YOU'LL RUIN EVERYTHING!

BACK, I SAY!

THANKS TO YOUR UNTIMELY INTERVENTION, MY MOMENT HAS PASSED!

YOUR MOMENT NEVER EXISTED, MEPHISTO.

SURELY, YOU DIDN'T THINK I WAS UNAWARE OF YOUR FEEBLE MACHINATIONS...

"...THEY, LIKE SPIDER-MAN, WERE DOOMED FROM THE VERY START!"

BONG!

BONG!

S-SIX O'CLOCK! IN ALL THE CONFUSION ...I...FORGOT ABOUT THE KINGPIN!

H-HE'S WALKING INTO A TRAP!

BONG!

I...I HATE HIM... AND EVERYTHING HE STANDS FOR! IT WOULD BE SO EASY JUST TO LIE HERE...

BUT, I CAN'T! I CAN'T!

BONG!

INCREDIBLE!

BONG!

IS THAT MORTAL MAD?

WHY DOES HE CONTINUE TO STRUGGLE?!

BONG!

STAY DOWN, YOU FOOL!

HAVEN'T YOU SUFFERED ENOUGH?!

L-LISTEN, I AGREE WITH YOU. IT'S STUPID FOR ME TO KEEP FIGHTING.

B-BUT, I CAN'T HELP MYSELF...

I...I CAN'T LET ANYONE-- NOT EVEN A SLIMEBAG LIKE THE KINGPIN-- GET HURT BECAUSE I FAILED TO ACT.

IT...WOULD BE WRONG!

IS IT RIGHT FOR YOUR BODY TO BE BATTERED WITH UNRELENTING WAVES OF SEARING AGONY?!

HE'S A CRIMINAL! YOU OWE HIM *NOTHING!*

H-HE'S A MAN... AND THAT'S GOTTA COUNT FOR SOMETHING!

SUCH NOBILITY SICKENS ME!

E-EVERYTHING YOU SAID MAKES PERFECT SENSE...

T-THERE'S NO RATIONAL REASON WHY I SHOULD SHOULDER SO MUCH RESPONSIBILITY...

"BUT, THAT'S THE WAY I WAS BROUGHT UP..."

THAT'S THE PERSON I'VE ALWAYS BEEN!

THAT'S ME!!

KA-PWAMM!

AAYYIIII!!

HE VANISHED... AS IF HE WERE NEVER REALLY THERE!

÷UNNNN÷

I'VE WON!!

NOT QUITE.

THERE'S STILL THE SMALL MATTER OF THE KINGPIN'S LIFE!

W-WHAT AM I DOING HERE?!

W-WAS ANY OF THAT REAL--OR, WAS IT ALL THE RESULT OF SOME FEVER-INDUCED DREAM?!

C-CAN'T WORRY ABOUT THAT NOW!

THE KINGPIN--

"--HE'S DUE TO ARRIVE AT THE CENTURY CLUB AT ANY MOMENT!"

SCREECH!

CENTURY

KLIK

THWIPP

WHAT THE--?!

FWOOK!

KA-BWAM!

W-WAS THAT A GUNSHOT?

YES, AND IT'S VERY REASSURING TO SEE THAT YOUR SECURITY ARRANGEMENTS ARE AS EFFICIENT AS EVER.

THOUGH, PERHAPS WE COULD USE A FEW MORE WOMEN IN THE CROWD OF PASSERSBY.

I STILL DON'T UNDERSTAND WHY YOU INSIST ON KEEPING TO THIS RIGID DINNER ROUTINE.

IT'S QUITE SIMPLE, REALLY. A MAN IN MY POSITION IS SUBJECTED TO NUMEROUS ASSASSINATION ATTEMPTS.

I PREFER TO RESTRICT THOSE ATTEMPTS TO TIMES AND PLACES OF *MY* CHOOSING.

ALL THAT SUFFERING... FOR NOTHING! HE'LL NEVER EVEN KNOW...OR CARE.

WHY DO I EVEN BOTHER?

FREEZE IT, WEB-SWINGER!

WHO ARE YOU?!

WE'RE WITH THE CITY'S *MAJOR CRIMES UNIT!*

WE WERE ON OUR REGULAR KINGPIN STAKEOUT WHEN WE HEARD THAT SHOT.

HEY! YOU CAN'T LEAVE THE SCENE OF AN ATTEMPTED HOMICIDE, YOU'VE GOT TO GO DOWNTOWN FOR QUESTIONING.

I'LL MEET YOU THERE... IN THREE OR FOUR YEARS!

WHAT A DAY! I DON'T KNOW IF I'LL EVER MAKE SENSE OF IT!

I JUST KNOW I'VE GOT A LOT OF SERIOUS THINKING TO DO.

MAYBE I SHOULD START REASSESSING MY VALUES...

BUT FIRST, I'D BETTER GET OVER TO THE DAILY BUGLE...

...BEFORE THEY SEND OUT A SEARCH PARTY FOR ME!

HIS BOILS HAVE ALREADY CLEARED UP, AND ALL PHYSICAL EVIDENCE OF THIS DAY HAS ALSO VANISHED.

I TRUST YOU WILL HONOR OUR LITTLE WAGER.

OF COURSE, I DON'T WELCH!

AS YOU CAN SEE, I'VE ALREADY RETURNED ZARATHOS TO HIS CRYSTAL PRISON.

SO, THE UNIVERSE MAY CONTINUE TO LIVE...

AT LEAST, FOR THE NEXT TWENTY-FOUR HOURS.

AND, AFTER THAT--?

WHO KNOWS?

I HAVE SEEN MUCH TODAY WHICH I MUST PONDER.

BUT, THAT DOESN'T MEAN I'M GOING TO CHANGE MY MIND.

I MAY STILL DECIDE TO WIPE THIS UNIVERSE CLEAN.

YOU HAVE TWENTY-FOUR HOURS, MEPHISTO. ENJOY THEM...

THEY MAY VERY WELL BE THE LAST YOU'LL EVER HAVE!

THE BEGINNING OF THE END.
DON'T *DARE* MISS THE AWESOME CONCLUSION.

NO ONE ELSE WILL.

SECRET WARS II

NEXT ISSUE: A GIANT-SIZED EXTRAVAGANZA FEATURING THE LONG-DEMANDED... RETURN OF HOBGOBLIN! PLUS A FEW ADDITIONAL SURPRISES!

MARVEL® 25TH ANNIVERSARY

© 1985 MARVEL COMICS GROUP

TM

$1.25
275
APR
CC 02457

APPROVED BY THE COMICS CODE AUTHORITY

A 37 PAGE BOOK-LENGTH EPIC!

the AMAZING SPIDER-MAN®

THIS IS IT!

THE RETURN OF THE HOBGOBLIN!™

IN THIS ISSUE

THE ORIGIN OF SPIDER-MAN!

THE ORIGINAL, UNABRIDGED CLASSIC!

SPIDER-MAN
STAN LEE PRESENTS:
"THE CHOICE AND THE CHALLENGE!"
I'VE WAITED LONG ENOUGH!
THE TIME TO STRIKE IS NOW!
I'LL NEVER GET A BETTER OPPORTUNITY TO DESTROY MY MOST HATED ENEMY!
SPIDER-MAN DOESN'T HAVE A CHANCE!
HE'S DESTINED TO DIE AT THE HANDS OF HOBGOBLIN!
TOM DEFALCO WRITER
RON FRENZ PENCILER
JOSEF RUBINSTEIN FINISHED ART
JOE ROSEN LETTERER
NEL YOMTOV COLORIST
JIM OWSLEY EDITOR
JIM SHOOTER EDITOR IN CHIEF

THE LAST TIME WE FOUGHT, SPIDER-MAN COMPLETELY OVER-WHELMED ME--AND HUMILIATED ME!

NOT THIS TIME!

I'VE MODIFIED THE WEAPONS IN MY LITTLE BAG OF TRICKS SO THAT THEY'RE EVEN MORE DEADLY THAN EVER BEFORE!

AND I'VE ADDED TO MY ARSENAL!

THIS NEW CHEST PLATE IS ACTUALLY A TRIGGER--

--ONE WHICH UNLEASHES A COMPUTERIZED BARRAGE OF HIGH-FREQUENCY ELECTRICAL POWER DISCHARGES!

THESE BLASTS ARE FIRED CONTINUOUSLY IN WILD, RANDOM PATTERNS!

NOT EVEN SPIDER-MAN'S FAMED SPEED AND AGILITY WILL BE ENOUGH TO SAVE HIM FROM AN ONSLAUGHT LIKE THIS!

I ALMOST FEEL SORRY FOR THAT POOR WEB-SWINGING LITTLE WEASEL!

HE'S ALREADY DEAD!

HE JUST DOESN'T KNOW IT YET!

I'M GLAD YOU'RE SO PLEASED WITH YOUR NEW WEAPONS!

HOWEVER, I DIDN'T HELP SUBSIDIZE IT JUST SO THAT YOU COULD GET YOUR REVENGE ON SPIDER-MAN!

THE ROSE HAS OTHER PRIORITIES.

DON'T WORRY, MY FRIEND!

I WON'T LET MY PERSONAL INTERESTS INTERFERE WITH BUSINESS.

TOGETHER, YOU AND I WILL BUILD A CRIMINAL EMPIRE WHICH WILL RIVAL THAT OF THE *KINGPIN* OF CRIME HIMSELF!

YES, WE SHALL.

AND THEN YOU WILL HAVE OUTLIVED YOUR USEFULNESS.

MEANWHILE, IN FOREST HILLS...

=HARRUMPH= I STILL DON'T SEE WHY THE TWO OF YOU HAD TO PICK ME UP FROM THE HOSPITAL!

PETER, YOU'RE A FREELANCE PHOTOGRAPHER. YOU SHOULD BE OUT WORKING--!

IT'S THE LEAST I COULD DO, NATHAN.

ESPECIALLY SINCE YOU WOULDN'T HAVE BEEN HURT IN THE FIRST PLACE IF I HAD PROTECTED YOU AS SPIDER-MAN!*

=HARRUMPH= A LOT OF FUSS OVER NOTHING!

*SEE ISSUE #271 FOR DETAILS --OWZ.

OH, NATHAN! YOU DO CARRY ON. WE DIDN'T GO TO ALL THAT MUCH TROUBLE...

WELCOME HOME!

...DID WE, FOLKS?

SURPRISE!!

MINUTES LATER...

BUT, MAY, THIS MUST HAVE COST--

HANG THE COST!

YOU JUST SIT BACK AND ENJOY YOURSELF-- OR ELSE!

THAT'S TELLING HIM, LADY!

I'M GLAD PETER INVITED ME TO THIS LITTLE SHINDIG. EVERYONE SEEMS TO BE ENJOYING HIMSELF...EXCEPT PETE.

HE'S BEEN SO MOODY THE PAST FEW DAYS. MAYBE IT'S TIME WE TALKED...

BRIGHTEN UP, TIGER! A FEW MORE STORM CLOUDS LIKE THE ONE HANGING OVER YOU, AND THE CITY WOULDN'T HAVE A WATER SHORTAGE.

SORRY, MARY JANE. GUESS I HAVEN'T BEEN MUCH FUN LATELY.

WHAT'S TROUBLING YOU?

IT'S ALL MY FAULT NATHAN ENDED UP IN THE HOSPITAL. I FAILED HIM, JUST LIKE I'VE FAILED SO MANY OTHERS...

I'VE BEEN SCREWING UP A LOT LATELY. *TOO MUCH!* MAYBE IT'S TIME FOR ME TO HANG IT ALL UP.

WHAT ARE YOU TALKING ABOUT?

I'VE DECIDED TO GIVE UP BEING *SPIDER-MAN!*

IT'S A DECISION I'VE MADE BEFORE BUT, THIS TIME, I'M FINALLY CONVINCED THAT I'VE *OUTGROWN* THE WHOLE SCHTICK!

MEANWHILE, ACROSS TOWN...

TAKE MY WORD FOR IT, LOTTO WILL BE THE DEATH OF US!

MANNY'S MEAT MARKET

MEAT

WORLD'S BEST GROUND CHUCK

THE STIFFS DON'T HAVE TO GAMBLE WITH US BOOKIES NO MORE--NOT WHEN THEY CAN WIN MILLIONS FROM THE STATE!

THINGS ARE TOUGH ALL OVER--

--BUT NOT AS TOUGH AS YOUR ROAST BEEF!

WHAT KIND OF CRACK IS THAT?

I WEAR SHOES THAT ARE MORE TENDER THAN THE LAST ROAST BEEF YOU SOLD ME.

IT WAS A PRIME CUT!

OUTTA WHAT--YOUR OLD SOFA?!

A GOOD BOOKIE, BUT A LOUSY BUTCHER! HIS ROAST BEEF COULD KILL--YEOW!!

BWOOM!

IT'S THE HOB-GOBLIN!

YOU GENTLEMEN WERE WARNED THAT YOU MUST PAY FOR THE PRIVILEGE OF OPERATING IN THIS CITY!

TEN PERCENT OF YOUR WEEKLY TAKE BELONGS TO ME AND THE ROSE!

YOU HAVEN'T BEEN PAYING, SO I CAME TO COLLECT IN PERSON!

THIS BRIEFCASE SHOULD HELP SQUARE YOUR ACCOUNT!

Y-YOU CAN'T DO THIS TO US!

ON THE CONTRARY, I JUST DID!

DON'T MAKE ME COME BACK HERE. I WON'T BE SO GENTLE NEXT TIME!

Sha Shan--
To Sha Shan--
all my love!
Flash

KER-ASHH!

HELLO, DAILY BUGLE? COULD YOU TRANSFER ME TO THE EDITORIAL DEPARTMENT?

I'D LIKE TO SPEAK TO ONE OF YOUR FREELANCE PHOTOGRAPHERS...

...HIS NAME IS *PETER PARKER!*

SO--!

IT'S JUST LIKE I'VE SUSPECTED ALL ALONG! YOU *HAVE* BEEN SEEING THAT WIMP PARKER BEHIND MY BACK!

NO, FLASH! THAT'S NOT TRUE!

DON'T LIE SHA SHAN! I'VE SEEN YOU TOGETHER!

HE'S THE REASON WHY OUR RELATIONSHIP HAS BEEN GOING SOUR THE PAST FEW MONTHS!

ADMIT IT!

NO! YOU'RE TRYING TO DRAG PETER INTO THIS TO COVER YOUR OWN GUILT!

IT WON'T WORK! I KNOW ALL ABOUT YOU AND THAT TRAMP BETTY LEEDS!

WHERE'S YOUR SHAME? SHE'S A *MARRIED* WOMAN.

SHUT UP!

KRAKK!

÷SOB÷

ELSEWHERE...

YOU CAME TO YOUR DECISION AWFULLY FAST, DIDN'T YOU?

NAH, IT'S BEEN BREWING FOR AWHILE.

I GUESS MY RUN-INS WITH THE *BEYONDER* AND A FEW OTHER WEIRD RECENT EVENTS* GOT ME THINKING ABOUT MY PLACE IN THE GRAND SCHEME OF THINGS, AND SORT OF BROUGHT THINGS TO A HEAD!

*SEE LAST ISSUE--OWZ

WHO'S THE *BEYONDER*?

TRUST ME, LADY--YOU'D RATHER NOT KNOW!

I STILL CAN'T BELIEVE YOU'RE REALLY GOING TO HANG UP YOUR WEBS. TALK ABOUT A CHANGE OF LIFE-STYLE!

IT'S FUNNY, I DON'T EVEN KNOW HOW YOU BECAME SPIDER-MAN IN THE FIRST PLACE.

YOU NEVER *ASKED!*

YOU DIDN'T WANT TO KNOW ABOUT THAT PART OF MY LIFE, REMEMBER?

YOU WERE AFRAID IT WOULD BRING YOU DOWN!

WELL, YOU DON'T HAVE TO BE AFRAID ANYMORE...

I GUESS I DESERVED THAT.

I'M SORRY.

PETER--?

I'M ASKING NOW!

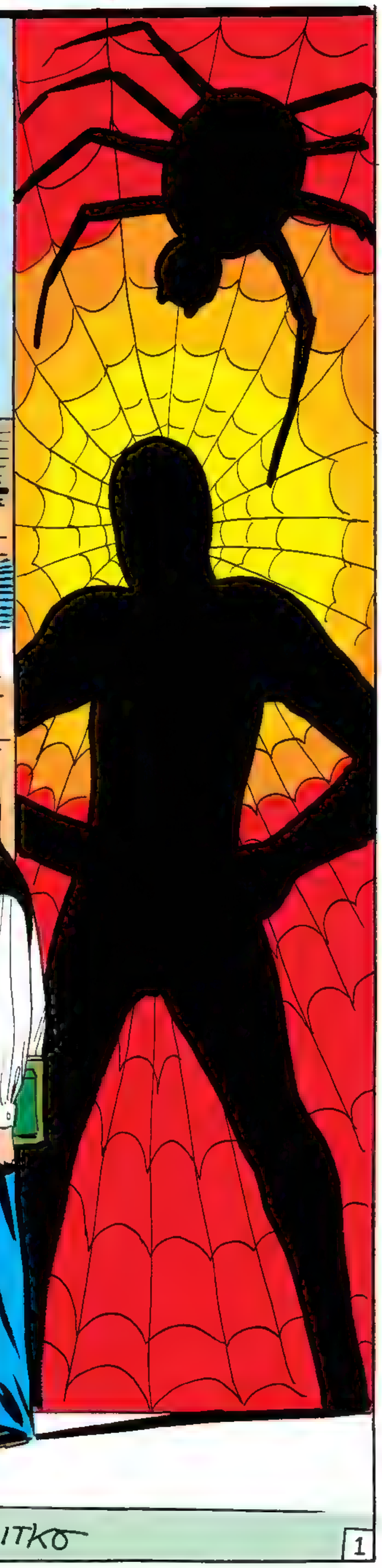
SPIDER-MAN!

LIKE COSTUMED HEROES? CONFIDENTIALLY, WE IN THE COMIC MAG BUSINESS REFER TO THEM AS "LONG UNDERWEAR CHARACTERS"! AND, AS YOU KNOW, THEY'RE A DIME A DOZEN! BUT, WE THINK YOU MAY FIND OUR **SPIDER-MAN** JUST A BIT... DIFFERENT!

SAY, GANG, WE NEED ONE MORE GUY FOR THE DANCE! HOW ABOUT ***PETER PARKER*** OVER THERE?

ARE YOU ***KIDDIN'?*** THAT BOOKWORM WOULDN'T KNOW A CHA-CHA FROM A WALTZ!

PETER PARKER? HE'S MIDTOWN HIGH'S ONLY PROFESSIONAL WALLFLOWER!



Stan Lee & S. DITKO

1

AS YOU MAY HAVE GATHERED, PETER PARKER WAS FAR FROM BEING THE BIGGEST MAN ON CAMPUS! BUT, HIS UNCLE BEN THOUGHT HE WAS A PRETTY SPECIAL LAD...

YOU'RE NOT FOOLIN' **ME,** PETEY! I KNOW YOU'RE AWAKE--AND IT'S TIME FOR SCHOOL!

GOSH, UNCLE BEN--YOU'RE WORSE THAN A ROOM FULL OF ALARM CLOCKS!

AS FOR PETE'S AUNT MAY, SHE THOUGHT THE SUN ROSE AND SET UPON HER NEPHEW!

I COOKED YOUR FAVORITE BREAKFAST, PETEY--WHEATCAKES!

DON'T FATTEN HIM UP ***TOO*** MUCH, DEAR! I CAN HARDLY OUT-WRESTLE HIM ***NOW!***

THE FACULTY AT MIDTOWN HIGH WAS ALSO FOND OF THE CLEAN-CUT, HARD-WORKING HONOR STUDENT!

KEEP UP THE GOOD WORK, PARKER, AND YOU'RE SURE TO RATE A SCHOLORSHIP WHEN YOU GRADUATE!

I'LL DO MY BEST, SIR!

BUT ALAS, OTHER TEENAGERS CAN SOMETIMES, UNWITTINGLY, BE SO VERY CRUEL TO A SHY YOUNG MAN...

SALLY, I, EH, WAS WONDERING IF YOU'RE BUSY TONIGHT...?

PETER, FOR THE UMPTEENTH TIME, YOU'RE JUST NOT MY TYPE...

...NOT WHEN DREAM BOATS LIKE FLASH THOMPSON ARE AROUND!

I ADMIRE YOUR GOOD TASTE, DOLL! GET LOST, BOOKWORM!

LOOK, THERE'S A GREAT NEW EXHIBIT AT THE SCIENCE HALL TONIGHT! WOULD ANY OF YOU LIKE TO GO WITH ME?

SCIENCE HALL! HAH!

YOU STICK TO SCIENCE, SON! ***WE'LL*** TAKE THE CHICKS!

YES, FOR SOME, BEING A TEEN-AGER HAS MANY HEART-BREAKING MOMENTS!

SEE YOU AROUND, BOOKWORM!

GIVE OUR REGARDS TO THE ATOM-SMASHERS, PETER!

SOME DAY I'LL SHOW THEM! =SOB= SOME DAY THEY'LL BE SORRY! --SORRY THAT THEY LAUGHED AT ME!

SCIENCE EXHIBIT

EXPERIMENTS IN RADIOACTIVITY

OPEN TO THE PUBLIC

ROOM 30

2

AND, A FEW MINUTES LATER, PETER PARKER FORGETS THE TAUNTS OF HIS CLASSMATES AS HE IS TRANSPORTED TO ANOTHER WORLD -- THE FASCINATING WORLD OF ATOMIC SCIENCE!

AND NOW FOR A DEMONSTRATION OF HOW WE CAN CONTROL RADIOACTIVE RAYS HERE IN THE LABORATORY...

BUT, AS THE EXPERIMENT BEGINS, NO ONE NOTICES A TINY SPIDER, DESCENDING FROM THE CEILING ON AN ALMOST INVISIBLE STRAND OF WEB...

A SPIDER WHOM FATE HAS GIVEN A STARRING, IF BRIEF, ROLE TO PLAY IN THE DRAMA WE CALL LIFE!

ACCIDENTALLY ABSORBING A FANTASTIC AMOUNT OF RADIOACTIVITY, THE DYING INSECT, IN SUDDEN SHOCK, BITES THE NEAREST LIVING THING, AT THE SPLIT SECOND BEFORE LIFE EBBS FROM ITS RADIOACTIVE BODY!

OW!

A-A SPIDER! IT BIT ME! BUT, WHY IS IT BURNING SO? WHY IS IT ***GLOWING*** THAT WAY??

MY HEAD-- IT FEELS STRANGE! I-I NEED SOME AIR!

LOOKS AS THOUGH OUR EXPERIMENT UNNERVED YOUNG PARKER!

TOO BAD! HE MUST HAVE A WEAK STOMACH!

WHAT'S ***HAPPENING*** TO ME? I FEEL-- DIFFERENT! AS THOUGH MY ENTIRE BODY IS CHARGED WITH SOME SORT OF FANTASTIC ENERGY!

HONK! HONK!

WRAPPED IN HIS THOUGHTS, PETER DOESN'T HEAR THE AUTO WHICH NARROWLY MISSES HIM, UNTIL THE LAST INSTANT! AND THEN, UNNOTICED BY THE RIDERS, HE UNTHINKINGLY LEAPS TO SAFETY-- BUT WHAT A LEAP IT IS!

THAT WAS ***ONE*** EGGHEAD WHO WON'T DAYDREAM ANY MORE WHEN HE CROSSES A STREET!

YOU CAN SAY ***THAT*** AGAIN!

3

WHAT'S COME OVER ME! I-I'M SCALING THIS WALL JUST AS EASILY AS I CAN ***WALK!***

MOMMY! LOOK AT THE MAN WALKING UP THE SIDE OF A BUILDING!

THAT'S THE LAST HORROR MOVIE I TAKE ***YOU*** TO, YOUNG MAN!

IT'S ***INCREDIBLE!*** I REACHED THE ROOF IN JUST A FEW SECONDS!

WHAT'S ***THIS??*** I CRUSHED THIS STEEL PIPE AS THOUGH IT WERE ***PAPER!***

IT'S THE ***SPIDER!*** IT ***HAS*** TO BE! SOMEHOW -- IN SOME MIRACULOUS WAY, HIS BITE HAS TRANSFERRED HIS OWN POWER -- TO ***ME!***

I CAN WALK DOWN THIS CABLE AS EFFORTLESSLY AS THE SPIDER ITSELF CAN GLIDE ALONG ITS WEB!

I-I'VE GOT TO HAVE TIME TO THINK! I'VE GOT TO PLAN WHAT TO ***DO*** WITH THIS UNBELIEVABLE ABILITY WHICH FATE HAS GIVEN ME!

A FEW MINUTES LATER...

HMMM... THIS WILL BE A GOOD CHANCE TO TEST MY POWER AGAIN!

$100 TO THE MAN WHO CAN STAY IN THE RING THREE MINUTES WITH ***CRUSHER HOGAN***

FILLED WITH EXCITEMENT, PETE RACES BACK HOME, AND...

I'LL PUT ON SOME OLD CLOTHES, AND LEAVE MY GLASSES HERE! BUT--WHAT IF I FAIL? I DON'T WANT TO BE A LAUGH-ING STOCK! I-I'LL FIND SOME WAY TO ***DISGUISE*** MYSELF!

4

A FEW MINUTES LATER...

I'LL TRY FOR THAT HUNDRED DOLLARS, CRUSHER!

WELL, WELL! IF IT AIN'T A LITTLE MASKED MARVEL! STEP UP, SUCKER!

NOW JUST RELAX, SHORTY! I'LL TRY TO MAKE THIS AS PAINLESS AS POSSIBLE!

IT **WORKS!** I HAVE THE SPEED, THE AGILITY, THE VERY **STRENGTH** OF A GIGANTIC SPIDER!

HEY!

PUT ME **DOWN!** YOU WIN! **YOU WIN!**

YOU--YOU'RE NOT **HUMAN! NOBODY** CAN DO THAT!

WANNA BET?

GREATEST ACT I'VE EVER SEEN!

SENSATIONAL! FANTASTIC! AND THAT MASK GIMMICK GIVES HIM JUST THE RIGHT TOUCH OF MYSTERY! HE WAS **TERRIFIC!**

HMMM, THAT MASKED CHARACTER MAY BE JUST WHAT I'VE BEEN **LOOKING** FOR!

5

LISTEN, FRIEND, I'M A TV PRODUCER! WITH THAT ACT OF YOURS I CAN MAKE YOU A ***FORTUNE!*** AND KEEP THE MASK ANGLE-- IT'S GREAT SHOWMANSHIP! HERE'S MY CARD! CALL ME! YOU'D BE A SMASH ON ED SULLIVAN'S SHOW!

THANKS...

LATER, AT HOME AGAIN...

SHOWMANSHIP?? HE HASN'T SEEN ***ANYTHING*** YET! SINCE I HAVE THE ***POWERS*** OF A SPIDER, I'LL DESIGN MYSELF A ***SPIDER COSTUME!*** AND... OH, HI, AUNT MAY!

YOU LOOKED A LITTLE TIRED, PETEY, SO WE BROUGHT YOU SOME CRACKERS AND MILK!

CRACKERS AND MILK! BLESS'EM-- IF THEY ONLY ***KNEW!***

NOW LET'S SEE-- A SPIDER NEEDS A WEB! THIS LITTLE DEVICE SHOULD JUST DO THE TRICK!

I'LL FASTEN ONE TO EACH ARM-- IT'LL OPERATE BY THE SLIGHTEST PRESSURE OF ANY FINGER!

I'LL NEED A NAME --WELL, GUESS ***SPIDER-MAN*** IS AS GOOD AS ANY! LOOKS PRETTY GOOD, IF I ***DO*** SAY SO MYSELF!

SO, THEY LAUGHED AT ME FOR BEING A BOOKWORM, EH? WELL, ONLY A SCIENCE MAJOR COULD HAVE CREATED A DEVICE LIKE THIS!

WITH SOME STRONG LIQUID CEMENT AT THE END, I CAN PULL MYSELF UP ***ANYWHERE*** WITH MY LITTLE WEB!

AND MY COSTUME IS THIN ENOUGH TO WEAR, UNSEEN, UNDER MY STREET CLOTHES!

OKAY, WORLD-- BETTER HANG ONTO YOUR HAT! HERE COMES THE ***SPIDER-MAN!***

6

PART 2

NOW ANYBODY WITH THE INTELLIGENCE OF A SEVEN YEAR OLD KNOWS THAT IF A MAN APPEARED ON TV WHO SEEMED TO BE MORE SPIDER THAN HUMAN, HE'D BE AN OVERNIGHT SENSATION! ESPECIALLY WHEN HIS FEATS WERE PERFORMED WITHOUT THE HELP OF TRICK PHOTOGRAPHY! WELL, YOU CAN JUST IMAGINE HOW THE PUBLIC REACTED TO ***SPIDER-MAN!***

I'M SEEIN' IT WITH MY OWN EYES, AND I ***STILL*** DON'T BELIEVE IT!

SURE THEY LOOK AMAZED, INCREDULOUS, AWESTRICKEN WOULDN'T ***YOU???***

AFTER ALL, WHEN WAS THE LAST TIME ***YOU*** SAW A MAN WITH HIS OWN FANTASTIC SPIDER WEB???

OKAY, SPIDER-MAN --CUT! THAT'S ENOUGH! DON'T SHOW 'EM ***TOO MUCH!*** LEAVE 'EM BEGGIN' FOR MORE!

7

AS HIS FIRST TV SPECTACULAR ENDS, PETER PARKER BREATHES THE FIRST SWEET SCENT OF FAME AND SUCCESS!

I'M FROM ***LIFE!*** WE'LL PAY ANY PRICE FOR A PICTURE SPREAD!

SIGN WITH ***ME!*** I'LL PUT YOU IN THE MOVIES!

WAIT! WE WANT AN INTERVIEW!

SEE MY AGENT, BOYS! I'M BUSY!

WHEW! RID OF 'EM AT LAST!

HEY! WHAT'S GOIN' ON??

STOP! THIEF! STOP HIM! IF HE MAKES IT TO THE ELEVATOR, HE'LL GET AWAY!

MADE IT!

I'M SAFE NOW! THAT COP CAN NEVER GET DOWN TO THE LOBBY AS FAST AS I CAN IN THIS HIGH-SPEED EXPRESS ELEVATOR! LUCKY THAT GOON IN A COSTUME DIDN'T STOP ME!

WHAT'S ***WITH*** YOU, MISTER?? ALL YOU HADDA DO WAS TRIP HIM, OR HOLD HIM JUST FOR A MINUTE!

SORRY, PAL! THAT'S ***YOUR*** JOB! I'M ***THRU*** BEING PUSHED AROUND --BY ANYONE! FROM NOW ON I JUST LOOK OUT FOR NUMBER ONE --THAT MEANS--***ME!***

I OUGHTTA RUN YOU IN--

SAVE YOUR BREATH, BUDDY! I'VE GOT THINGS TO DO!

AND, A FEW HOURS LATER...

PETER, YOU KNOW THAT MICROSCOPE YOU'VE ALWAYS WANTED? YOUR UNCLE AND I ***BOUGHT*** IT FOR YOU THIS AFTERNOON!

GOSH, THAT'S TERRIFIC!

YOU'RE THE GREATEST FAMILY ANY FELLA EVER HAD!

THEY'RE THE ONLY ONES WHO'VE EVER BEEN KIND TO ME! I'LL SEE TO IT THAT ***THEY'RE*** ALWAYS HAPPY, BUT THE REST OF THE WORLD CAN GO HANG FOR ALL I CARE!

8

IN THE DAYS THAT FOLLOW, THE *SPIDER-MAN* BECOMES THE SENSATION OF THE NATION!

SPIDER-MAN SLATED FOR NEW TV SERIES!

Daily Chronicle EXTRA

SPIDER-MAN WINS SHOWBIZ AWARD!

The VIEWER 10¢

SPIDER-MAN PLAYS TO PACKED HOUSE!

EXTRA Daily Voice EXTRA

WHO IS THE SPIDER-MAN?

AND, ONE EVENING AS PETER PARKER RETURNS HOME FROM A PERSONAL APPEARANCE...

A POLICE CAR! IN FRONT OF OUR HOUSE! WHAT CAN BE WRONG??

BAD NEWS, SON--YOUR UNCLE HAS BEEN SHOT--MURDERED!

UNCLE BEN --***DEAD!*** NO! NO, IT ***CAN'T*** BE!

WHO DID IT?? ***WHO SHOT HIM??***

IT WAS A BURGLAR--YOUR UNCLE SURPRISED HIM! BUT DON'T WORRY, LAD! WE'VE GOT HIM TRAPPED! HE'S IN THE OLD ACME WAREHOUSE AT THE WATERFRONT! WE'LL GET HIM!

YOUR AUNT IS NEXT DOOR--THE NEIGHBORS ARE LOOKING AFTER HER! WAIT--

I'VE GOT TO GO! I'VE GOT TO ***GET*** HIM!

I KNOW THE OLD ACME WAREHOUSE! IT'S BEEN DE-SERTED FOR YEARS! A KILLER COULD HOLD OFF AN ARMY IN THAT GLOOMY, OLD PLACE!

BUT HE WON'T HOLD OFF--***SPIDER-MAN!***

9

THE WAREHOUSE IS AT THE OTHER SIDE OF TOWN...

...BUT I'LL BE THERE IN *NO TIME!*

MEANWHILE...

HE'S IN THERE SOMEWHERE, BUT HE'LL PICK US OFF LIKE FLIES IF WE CHARGE HIM!

ALL I GOTTA DO IS HOLD 'EM OFF TILL THE MOON GOES DOWN, THEN I OUGHTTA BE ABLE TO SLIP AWAY IN THE DARK!

YOU'LL NEVER ESCAPE AGAIN, MURDERER!

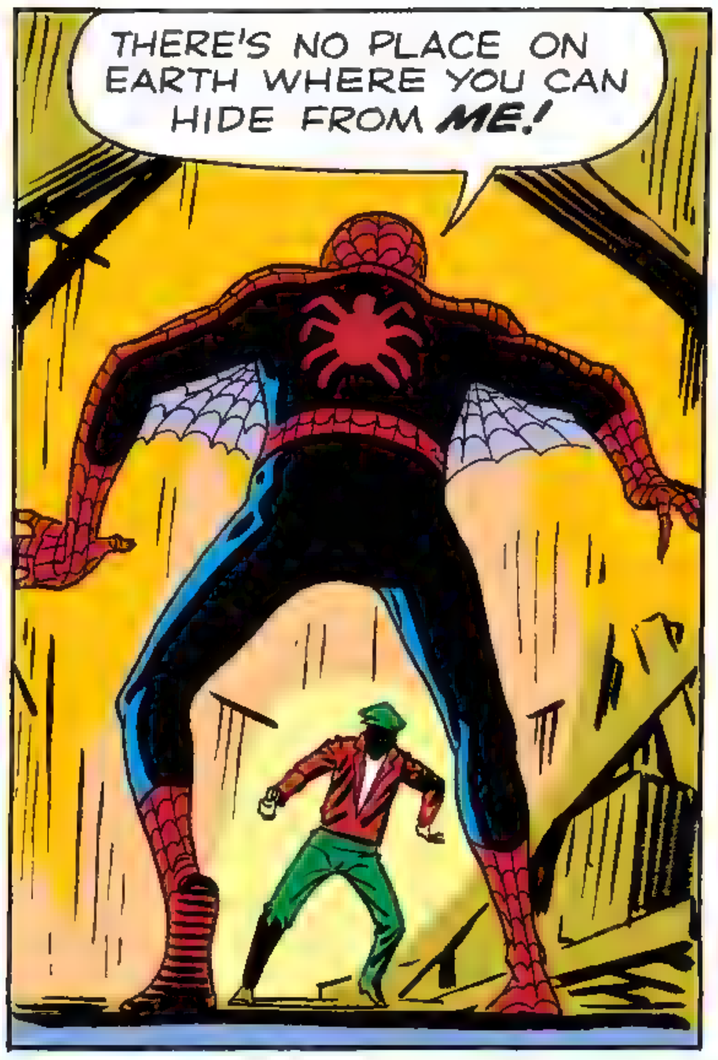
HUH?? *WHAT THE--???*

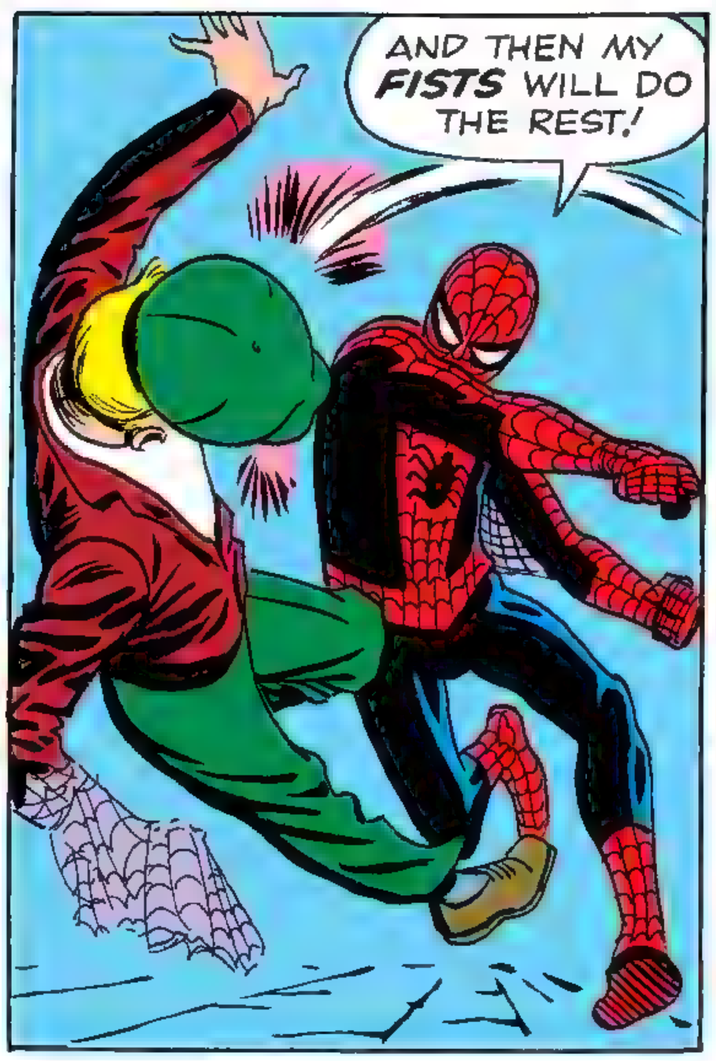
SURPRISED TO SEE ME?

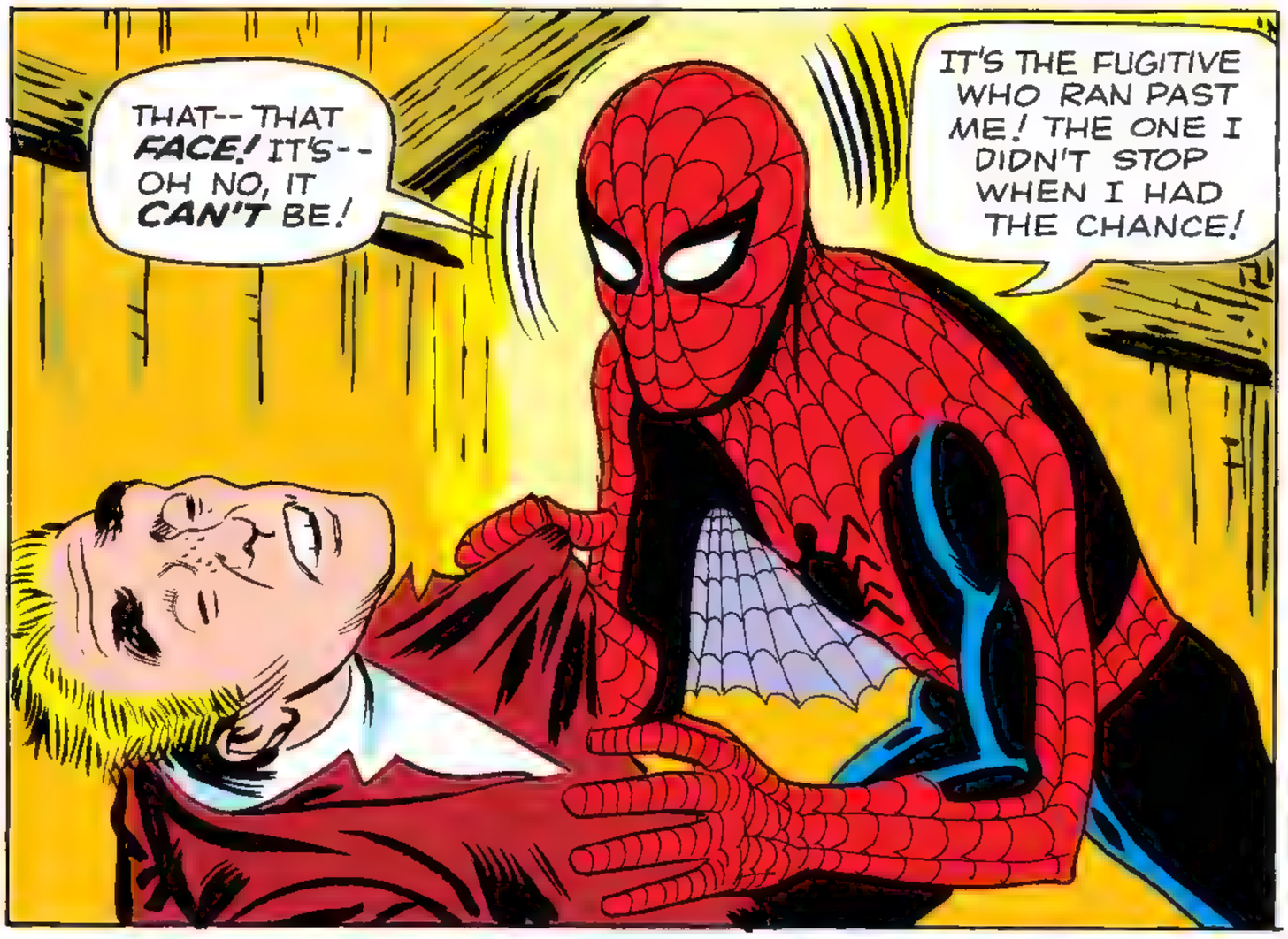
NOT *HALF* SO SURPRISED AS YOU'RE *GOING TO BE!*

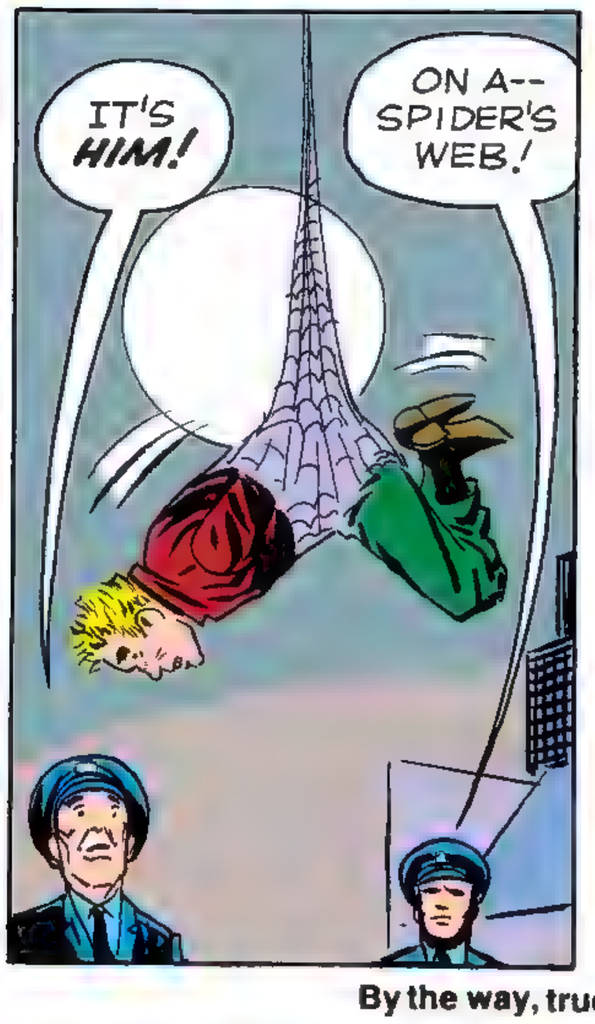
GOTTA GET AWAY! GOTTA HIDE! I MUST BE *SEEIN'* THINGS!

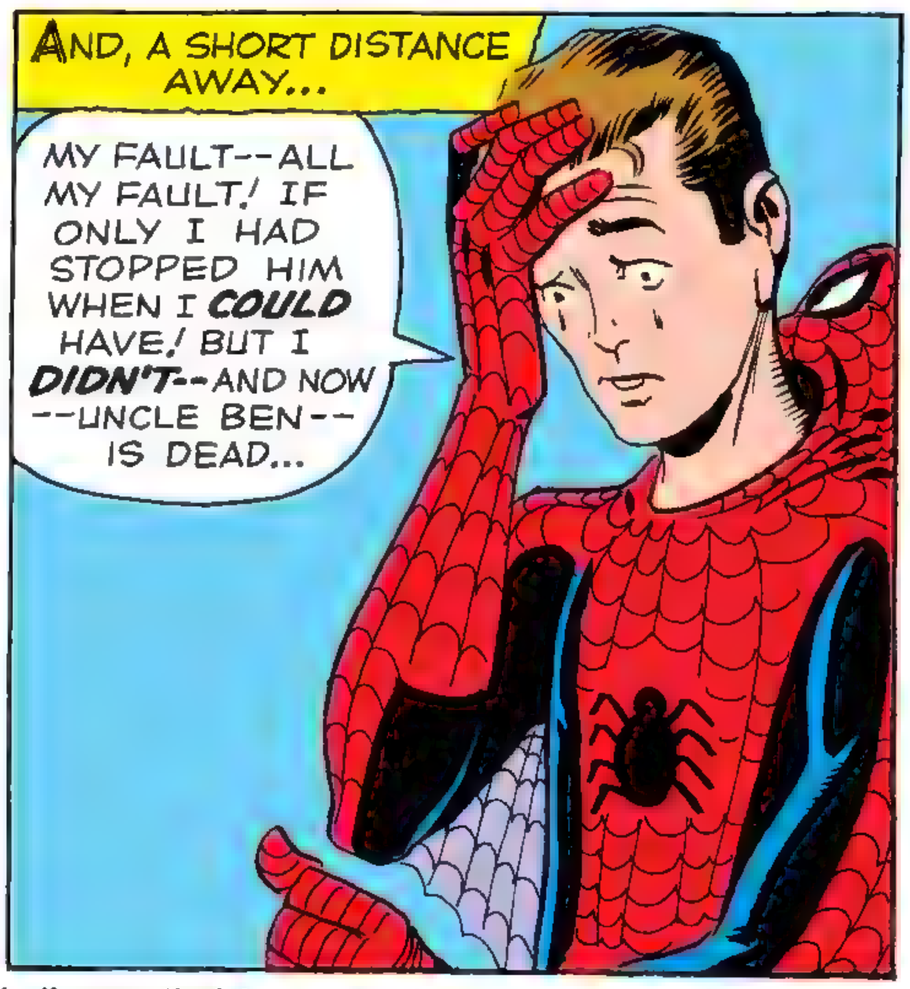
10

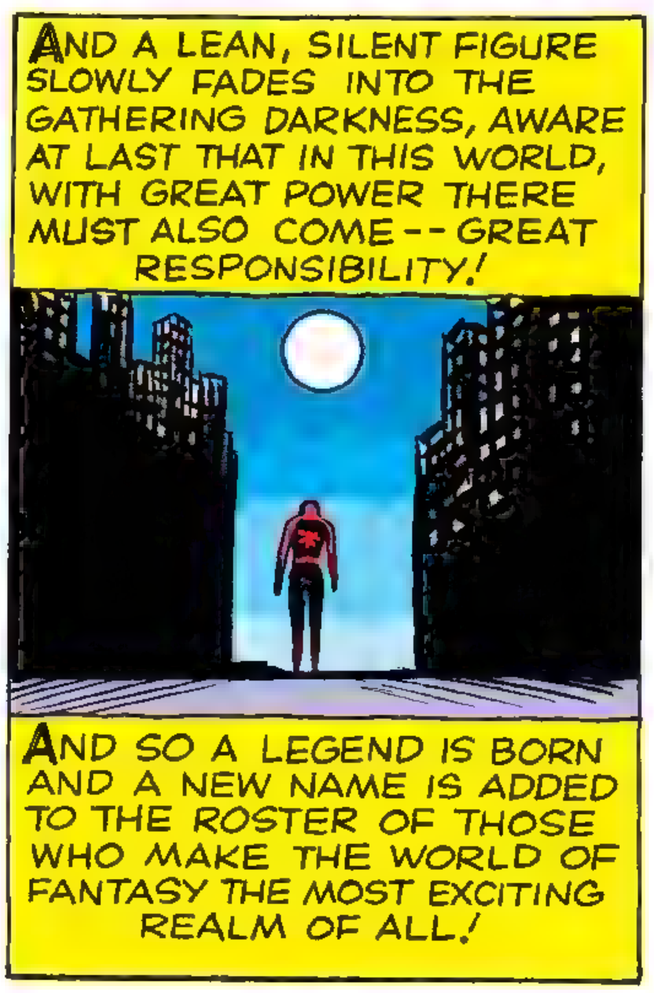












By the way, true believer, all of the captivating coloring was done by our own ever-lovable *Andy Yanchus!*

NEW YORK CITY'S CENTRAL PARK...

I DON'T GET IT. IF YOU ORIGINALLY BECAME SPIDER-MAN OUT OF A SENSE OF RESPONSIBILITY -- WHY QUIT NOW?

MAYBE I FINALLY REALIZED I'M WASTING MY LIFE TRYING TO LIVE UP TO THAT RESPONSIBILITY.

OR, MAYBE I'M JUST TIRED OF TRYING TO BE THE WORLD'S KEEPER.

I WAS NEVER MUCH GOOD AT IT ANYWAY. I WAS ALWAYS SCREWING UP.

TOO MANY PEOPLE HAVE ALREADY SUFFERED BECAUSE OF ME AND MY OVERBLOWN SENSE OF RESPONSIBILITY.

"I'M THE REASON *GWEN STACY* DIED."

"THE ORIGINAL *GREEN GOBLIN* HAD DISCOVERED MY SECRET IDENTITY. HE WANTED TO STRIKE BACK AT ME. TO HURT ME! HE SETTLED FOR GWEN..."

"SHE NEVER EVEN *KNEW* THAT HER BOYFRIEND WAS SPIDER-MAN."

"WANT A RECENT EXAMPLE? MY AUNT MAY KNEW NATHAN LUBENSKY WAS IN SOME KIND OF TROUBLE. SHE BEGGED ME TO KEEP AN EYE ON HIM."

"BUT, SPIDER-MAN HAD OTHER RESPONSIBILITIES--"

"--AND COULDN'T BE THERE TO STOP A GANG OF THUGS FROM ALMOST BEATING HIM TO DEATH!"

"THEN, THERE'S JEAN DEWOLF, A NEW YORK CITY POLICE CAPTAIN, MURDERED BY A LAW AND ORDER FANATIC WHO THOUGHT SHE WAS TOO SOFT ON CRIMINALS..."

"BUT, I CAN'T QUITE SHAKE THE FEELING THAT HER WELL-KNOWN ASSOCIATION WITH ME WAS ONE OF THE THINGS THAT POINTED HER OUT TO HIM."

"IT WAS WHILE I WAS CHASING JEAN'S KILLER THAT MY WORST POSSIBLE NIGHTMARE BECAME A REALITY."

"THE *SIN-EATER* TRIED TO BLOW ME AWAY. I INSTINCTIVELY LEAPED TO SAFETY--"

"--BUT, THAT DIDN'T STOP HIM FROM PULLING THE TRIGGER, AND FIRING INTO THE CROWD!"

INTO THE CROWD!
THOSE POOR PEOPLE! ONE MAN DIED--THE REST WERE SEVERELY WOUNDED!
ALL BECAUSE I DIDN'T THINK FAST ENOUGH TO SAVE THEM!
PETER, YOU CAN'T BLAME YOURSELF FOR THAT!
CAN'T I? WELL, YOU DON'T KNOW THE WORST PART...

BEFORE I EVEN REALIZED IT, I FELL INTO MY OLD, FAMILIAR PATTERNS--AND STARTED MAKING WITH THE SNAPPY PATTER!
CAN YOU IMAGINE THAT? I WAS TRADING PUNS WITH A LUNATIC LIKE SIN-EATER!
WHEN I FIRST BECAME SPIDER-MAN, I USED PATTER TO COVER UP MY UNEASINESS! MY FEAR!

IT WAS AN ADDITIONAL MASK TO HIDE BEHIND!
NOW, IT'S SECOND NATURE...
PEOPLE BLEEDING IN THE STREET, AND I WAS MAKING JOKES.
MY GOD, WHAT HAVE I BECOME?

OH, PETER, I WISH I COULD EASE YOUR PAIN. I CAN'T!
IT'S NO SECRET THAT I'VE ALWAYS HATED THE FACT THAT YOU WERE SPIDER-MAN! ALWAYS FEARED THE DANGER YOU PUT YOURSELF IN!
AND YET, I SECRETLY ADMIRED YOU TOO.

I'M THE ONE WHO ALWAYS RAN FROM RESPONSIBILITY--FROM COMMITMENT!
I WANTED TO BE MORE LIKE YOU...
...BUT, NOW, YOU'RE ACTING LIKE ME!

CAN YOU REALLY QUIT BEING SPIDER-MAN?
WHAT WILL THAT COST YOU...

...AND US?!

MEANWHILE...

DAILY BUGLE

IT'S NO USE...

...I CAN'T REACH FLASH THOMPSON, OR MY HUSBAND, NED.

AND I CAN'T SEEM TO CHOOSE BETWEEN THEM EITHER!

I LOVE NED. I REALLY DO! BUT FLASH IS SO LOVING AND DEVOTED...

ANYBODY SEE LANCE BANNON AROUND?

I JUST DON'T KNOW WHAT TO DO!

BETTY, HAVE YOU FINISHED TYPING THAT LETTER TO...

HEY, ARE YOU ALL RIGHT? YOU LOOK A LITTLE SHAKY.

I... I'M FINE, ROBBIE... REALLY!

WHY DON'T YOU STEP INTO MY OFFICE FOR A FEW MINUTES? I'D LIKE TO CHAT...

LOOK, I DON'T MAKE IT A HABIT OF BUTTING INTO OTHER PEOPLE'S LIVES, BUT YOU AND I HAVE BEEN TOGETHER FOR A LONG WHILE..

I KNOW YOU AND NED ARE HAVING YOUR PROBLEMS NOW. IS THERE ANYTHING I CAN DO TO HELP?

OH, ROBBIE, I FEEL LIKE SUCH A FOOL--

--DRAGGING MY PERSONAL PROBLEMS INTO THE OFFICE LIKE THIS!

IT'S JUST THAT NED TAKES HIS JOB AS A REPORTER VERY SERIOUSLY. HE WORKS SO HARD -- ***TOO HARD*** -- THAT HE DOESN'T HAVE ANY TIME LEFT FOR ME!

AND, I JUST CAN'T DEAL WITH THAT ANYMORE.

THERE IS ONE THING YOU COULD DO, THOUGH. STOP GIVING HIM THOSE UNDERCOVER ASSIGNMENTS WHICH TAKE HIM AWAY FOR DAYS OR WEEKS ON END.

UNDERCOVER ASSIGNMENTS? ***WHAT*** UNDERCOVER ASSIGNMENTS?!

ZIPPP

I'VE HAD ENOUGH!

THOUGH I LOVE FLASH, I WILL NOT ALLOW HIM TO HUMILIATE ME. IF HE PREFERS THAT OTHER WOMAN, THEN--

NOK! NOK!

OH, NO! IF THAT'S FLASH COME BACK TO APOLOGIZE--!

GOOD AFTERNOON. MY NAME IS NED LEEDS.

I'M LOOKING FOR FLASH THOMPSON.

THAT WOMAN'S HUSBAND--! THE POOR MAN! THE PAIN OF HER BE-TRAYAL IS STILL SEETHING IN HIS EYES!

F-FLASH ISN'T HERE.

WHEN DO YOU EXPECT HIM BACK?

I DO NOT KNOW...

...NOR DO I CARE!

I... SEE.

IF HE SHOULD RETURN, TELL HIM I WAS LOOKING FOR HIM.

GREYHOUND

WE HAVE SOME SERIOUS BUSINESS TO DISCUSS.

DEADLY SERIOUS BUSINESS!

JUST THEN, AT A MIDTOWN SKYSCRAPER...

LOOK, WE KNOW YOUR BOSS HAS A LOT OF IMPORTANT THINGS ON HIS MIND--

--BUT WE JUST HADDA SEE HIM!

PLEASE GET TO YOUR POINT, GENTLEMEN. THE *KINGPIN OF CRIME* IS VERY BUSY.

IT'S THE *ROSE* AND THE *HOBGOBLIN*...

...SO FAR THEY'VE BEEN CONTENT TO GOBBLE UP THE SMALL, INDEPENDENT GAMBLING SYNDICATES--

--BUT, IT'S ONLY A MATTER OF TIME BEFORE THEY START SETTING THEIR SIGHTS ON US...OR YOU!

I AM WELL AWARE OF THE SITUATION, GENTLEMEN.

AND I WILL ATTEND TO IT...IN MY OWN GOOD TIME.

YOUR AUDIENCE IS OVER. PLEASE GO.

YEAH, WELL, THANKS FOR LISTENING.

TELL ME, MY FAITHFUL ARRANGER, HOW DO YOU ASSESS THE SITUATION?

THE ROSE HAS ALWAYS BEEN AMBITIOUS. HE'S GOTTEN WORSE SINCE THE HOBGOBLIN JOINED HIM.

I WAS WONDERING WHEN YOU'D TAKE ACTION AGAINST THEM.

WHAT DO YOU WISH ME TO ARRANGE?

NOTHING... FOR NOW.

I HAVE NEVER SEEN THE FACE WHICH THE ROSE HIDES BENEATH HIS LEATHER MASK. BUT, IF HE IS THE MAN I BELIEVE HIM TO BE...

...I TRULY FEAR THE WAR WHICH IS DESTINED TO ERUPT BETWEEN US!

MEANWHILE...

NOW HOW THE HECK DID THINGS GET SO FAR OUT OF HAND?

MY WHOLE LIFE SEEMS TO BE CRUMBLING AROUND ME, AND I HAVEN'T GOT THE SLIGHTEST IDEA HOW TO FIX IT!

IT ISN'T FAIR! I WAS THE GUY MOST LIKELY TO SUCCEED. A FOOTBALL STAR IN HIGH SCHOOL! A HERO IN THE ARMY!

I WAS SUPPOSED TO LIVE HAPPILY EVER AFTER!

WHAT WENT WRONG?

I'VE BEEN GOING DOWNHILL EVER SINCE I DROPPED OUT OF COLLEGE BOUNCING FROM ONE DEADEND JOB TO THE NEXT!

IT'S ALL SO DARNED FRUSTRATING!

I DON'T EVEN KNOW WHO MY REAL FRIENDS ARE, ANYMORE. I'M AFRAID TO TRUST ANYONE!

I CAN'T TAKE IT, ANYMORE. I JUST WANT TO LASH OUT AT EVERYONE WHO'S TRYING TO STICK IT TO ME.

THOMPSON--!

YOU LOUSY HOMEWRECKER! I KNOW ALL ABOUT YOU AND MY WIFE! I WANT IT STOPPED--*NOW!!*

GET OUT OF MY FACE, LEEDS!

I'M IN NO MOOD FOR YOU!

BESIDES, BETTY'S A GROWN WOMAN. SHE CAN MAKE HER OWN DECISIONS.

YOU ONLY HAVE YOURSELF TO BLAME IF YOU'VE LOST HER!

SHUT YOUR STUPID MOUTH! YOU STAY AWAY FROM HER, OR I'LL...*I'LL...*

YOU'LL EAT MY FIST, JERK!

PWOK!

GO HOME, LEEDS, FLASH THOMPSON IS THROUGH TAKING BULL-- FROM YOU AND EVERYONE ELSE!

YOU'LL PAY FOR THIS, THOMPSON!

I SWEAR YOU'LL PAY!!

BUT, AT THAT MOMENT...

SHA SHAN, WHERE ARE YOU, GIRL?

WE'VE GOT TO TALK!

SHA SHAN--?!

HEY! ALL OF HER CLOTHES-- GONE!!

SHE'S CLEARED OUT! DESERTED ME!

I SHOULD HAVE KNOWN THAT I COULDN'T DEPEND ON HER WHEN THE CHIPS WERE DOWN!

THAT MISERABLE LITTLE WITCH! IF I EVER GET MY HANDS ON HER AGAIN--!

A FEW MINUTES LATER...

THE TIME HAS COME FOR ME TO DON MY COSTUME AGAIN.

BUT, I MUST BE CALM! COOL! DETACHED! CAN'T LET EMOTIONS RULE MY ACTIONS!

GOT TO CLEAR MY MIND OF ALL OUT-SIDE DISTRACTIONS, SO THAT I ACT LOGICALLY AND WITHOUT ERROR.

MY PLAN IS SIMPLICITY ITSELF, BUT I WON'T LET MYSELF GROW OVERCONFIDENT.

ONLY A FOOL HOLDS HIS VICTORY PARTY ON THE NIGHT BE-FORE HIS CONTEST!

AND, THE *HOBGOBLIN* IS NO MAN'S FOOL!

I MUST LURE *SPIDER-MAN* OUT INTO THE OPEN, SO THAT I CAN EASILY DESTROY HIM!

THE PORT AUTHORITY BUS TERMINAL WILL CERTAINLY PROVIDE ME WITH AMPLE OPPORTUNITY TO ATTRACT HIS ATTENTION--

--ONCE I STIR UP THE PROPER AMOUNT OF HYSTERIA!

DANNY, *LOOK!* IT'S THAT HOBGOBLIN CHARACTER! THERE ARE ENOUGH OUTSTANDING WARRANTS ON HIM TO PAPER THE GREAT WALL OF CHINA!

I'VE BEEN WAITING TO TAKE ON ONE OF THESE COSTUMED FREAKS EVER SINCE I JOINED THE FORCE!

COME ON, SUCKER-- *MAKE MY DAY!*

NO.

YOU MAKE MINE!

PWOOM!

UGNN

G-GAS! CAN'T BREATHHHHH

THIS IS GOING MUCH TOO QUICKLY!

I SHOULD HAVE REALIZED THAT THESE SIMPLE POLICEMEN WOULD BE NO MORE THAN A MOMENTARY DISTRACTION TO ONE AS POWERFUL AS I!

BUT I'VE GOT TO DO SOMETHING THAT WILL GET THE MEDIA INVOLVED!

A HOSTAGE--!

THAT USUALLY GETS THE NEWS-MEN IN AN UPROAR!

AND, I SEE THE PERFECT TARGET!

YOU!!

N-NO!!

DON'T HURT ME! PLEASE--!

AYIIII!!

STOP STRUGGLING, GIRL!

DO YOU WANT TO FALL TO YOUR DEATH?!

YOU ARE FAR SAFER IN MY HANDS THAN YOU COULD EVER IMAGINE!

YOU'VE SUDDENLY BECOME A MOST PRECIOUS PAWN IN MY DEADLY GAME OF REVENGE!

ELSEWHERE...

I THINK YOU'RE MAKING A BIG MISTAKE!

YOU KIDDING?! YOU'VE ALWAYS HATED THE IDEA OF ME BEING SPIDER-MAN! WHY THE CHANGE OF HEART?

I... DON'T KNOW.

IT'S JUST THAT I DON'T THINK YOU'RE BEING FAIR...TO YOURSELF... OR ANYONE ELSE!

YOU'VE DONE A LOT OF GOOD AS THE WEB-SWINGER. SAVED A LOT OF LIVES! SURELY, YOU CAN SEE THAT!

NOBODY ELSE CARES!

WHY SHOULD I?

BECAUSE YOU CAN MAKE A DIFFERENCE!

YOU HAVE SOME PRETTY AMAZING POWERS, PETER. YOU OWE IT TO YOURSELF TO USE THEM.

YOU OWE IT TO THE WORLD TO USE THEM *PROPERLY!*

SAVE THE SPEECHES, LADY! I'VE ALREADY DONE MY SHARE.

FROM HERE ON IN, I'M GOING TO LIVE MY LIFE THROUGH THE BOOB TUBE LIKE EVERY-ONE ELSE!

KLICK

...AFTER TEARING UP THE PORT AUTHORITY BUS TERMINAL...

...THE MYSTERIOUS CRIMINAL KNOWN AS THE ***HOBGOBLIN*** APPEARS TO HAVE TAKEN AN UN-IDENTIFIED WOMAN AS HOSTAGE!

A NEWS UP-DATE WILL FOLLOW THIS IMPORTANT MESSAGE FROM OUR SPONSORS...

WHAT THE--?!

PETER, YOU'VE GOT TO DO SOMETHING!

WHY ME?! THIS CITY IS FULL OF COSTUMED JERKS--LIKE THE *AVENGERS* AND THE *FANTASTIC FOUR!*

I...CAN'T BELIEVE YOU'RE GOING TO TURN YOUR BACK ON THAT POOR WOMAN!

WHAT'S HAPPENED TO YOU, PETER?!

WHERE'S YOUR SENSE OF RESPONSIBILITY NOW?!

AND, SOON...

W-WHY ME?

ALL THOSE PEOPLE, AND YOU CHOSE ME! WHY--?!

BECAUSE YOU ARE RATHER PLAIN, MY DEAR. UNATTRACTIVE AND, OBVIOUSLY, NOT TOO INTELLIGENT!

I FIGURED VERY FEW PEOPLE WOULD CARE IF IT BECAME NECESSARY TO DISPOSE OF YOU.

BESIDES, I HAVE THIS THING FOR BEAUTIFUL WOMEN.

AND, I'VE LEARNED FROM PAST EXPERIENCE, THAT IT ISN'T EASY TO MENACE SOMEONE I FIND APPEALING!

HEY, FRIGHT-FACE! ANYONE EVER TELL YOU THAT YOUR MANNERS ARE FROM HUNGER?

ISN'T IT BAD ENOUGH THAT YOU'RE THREATENING THE WOMAN'S LIFE-- DO YOU HAVE TO *INSULT* HER, TOO ?!?

YOU!!

SPIDER-MAN! SO YOU'VE FINALLY DARED TO COME OUT OF HIDING!

IT'S ABOUT TIME. I WAS STARTING TO GROW IMPATIENT! AND, THAT COULD HAVE BEEN *DISASTROUS* FOR THIS YOUNG GIRL!

PUT HER DOWN, HOBGOBLIN! YOUR GRIPE IS WITH ME, NOT HER!

SHE'S ALREADY SERVED HER PURPOSE BY DRAWING ME OUT!

THERE'S NO NEED TO HURT HER NOW!

THAT'S WHAT YOU THINK!

AS LONG AS I HAVE HER, YOU ARE EFFECTIVELY HELPLESS!

YOU CAN'T ATTACK ME WITHOUT ENDANGERING HER!

HE'S RIGHT! WHAT CAN I DO?!

HEY! THAT GIRL--!

I RECOGNIZE HER NOW! *SHA SHAN*-- FLASH THOMPSON'S GIRLFRIEND!

IS IT ONLY A COINCIDENCE THAT HOBGOBLIN GRABBED HER, OR--?!

AIEEE!!

SILENCE, WOMAN! I MUST CONCENTRATE!

DIDN'T PLAN THIS VERY WELL!

CAN'T ACTIVATE MY *COMPUTERIZED BARRAGE* WHILE I'M HOLDING THE GIRL!

SO, FOR THE TIME BEING --

--I MUST RELY ON MY MORE CONVENTIONAL WEAPONRY!

YOU'VE GOTTA BE KIDDING, HOBBY!

A GUY WITH THE SPEED AND AGILITY OF A SPIDER CAN EASILY AVOID--

OHMIGOSH!! WHAT'S WRONG WITH ME?!

WHEN I INSTINCTIVELY DODGED THAT PUMPKIN GRENADE--

"--I FORGOT ALL ABOUT THE PEOPLE BELOW!"

I KNOW I'M LEAVING MYSELF OPEN TO ATTACK--

"--BUT I JUST CAN'T LET ANYONE ELSE GET INJURED BECAUSE I FAILED-- BECAUSE I WAS CARELESS!"

THWAKK!

BADOOM!

WHEW

TALK ABOUT CUTTING THINGS CLOSE!

THAT WAS A FOOLISH GESTURE, SPIDER-MAN!

YOU MAY HAVE SAVED THOSE PEOPLE, BUT YOU LEFT YOURSELF TOTALLY EXPOSED--!

BIG DEAL!

I HAVE NOTHING TO FEAR FROM YOUR FINGER-BLASTERS AS LONG AS I CAN KEEP WHIPPING UP THESE WEB-SHIELDS!

CAN'T STAY ON THE DEFENSIVE FOREVER!

SOONER OR LATER, SOMEONE'S BOUND TO GET HURT... AND IT'LL PROBABLY BE ME!

I DON'T WANT TO BE HERE!

I RESENT HAVING TO RISK MY LIFE!

BUT, THERE'S NOTHING I CAN DO ABOUT THAT NOW!

LIKE IT OR NOT, MARY JANE WAS RIGHT! IT'S UP TO ME TO STOP HOBGOBLIN, AND HERE GOES--

WHOOPS

DID YOU THINK THAT YOU WERE THE ONLY ONE CAPABLE OF GREAT MANEUVERABILITY?

I'VE GOT YOU NOW!

I CAN'T POSSIBLY MISS FROM THIS RANGE!

WANNA BET?

THWAPP!

OH, NO!

KA-

BWOOM!!

FWAMM!

FWAMM!

EEYIII!

CLOGGING THAT BLASTER WAS A REAL BONEHEADED STUNT! HOBGOBLIN'S BODY ARMOR PROTECTED HIM, BUT SHA SHAN COULD HAVE BEEN KILLED!!

EVEN SO, I MAY BE ABLE TO SNAG HER WHILE HOBBY'S STILL DISORIENTED!

THWIPP

NO!

YOU CAN'T HAVE HER THAT EASILY!

AND, YET, PERHAPS I HAVE ALREADY ALLOWED HER TO BURDEN ME FOR FAR TOO LONG A TIME?

DO YOU TRULY WANT THIS WOMAN, SPIDER-MAN?

P-PLEASE DON'T--!

HOBGOBLIN, NO--!

NO!!

TAKE HER--WITH MY COMPLIMENTS!

EEEEEEEE

S-SHE'S FALLING TO HER DEATH-- JUST LIKE *GWEN STACY!*

IT'S HAPPENING, AGAIN--!

NO, I WON'T LET IT!

SHA SHAN HAS *ONE* CHANCE!

HAVE TO USE THE FULL FORCE OF MY LEGS TO PROPEL ME FORWARD--!

"WITH ANY LUCK, MY MOMENTUM SHOULD CAUSE ME TO FALL A LOT FASTER THAN HER!"

IT WORKED!

I'VE GOT HER!

BUT, WE'RE NOT OUT OF DANGER YET!

NOW COMES THE HARD PART--!

THERE! MANAGED TO RIGHT US...

THWIP

WEB-BING, DON'T FAIL ME NOW!

THWAKK

BWONGG!

EYOWW! MY ARM--!

S-SHOULDER'S ON FIRE! REALLY PUT A STRAIN ON IT, BUT IT WAS WORTH IT! I DID IT! *I SAVED HER!*

DID YOU SEE THAT?

THAT BOY'S A HERO!

T-THIS WOMAN NEEDS HELP!
GET HER TO A HOSPITAL! MOVE!!
WHAT ABOUT YOU?
FORGET ME!
SAVE YOUR CONCERN FOR THE HOBGOBLIN!
HE'S GONNA NEED IT!
HOBGOBLIN!!
I'VE COME FOR YOU!
IT'S JUST YOU AND ME NOW! NO MORE INNOCENT SHIELDS FOR YOU TO HIDE BEHIND!
I CAN ASSURE YOU, SPIDER-MAN, THAT I HAVE ABSOLUTELY NO INTEREST IN HIDING FROM YOU!
I ALSO WISH TO END OUR HOSTILITIES... FOR ALL TIME!!
YOU MADE A SERIOUS MISTAKE RETURNING HERE!
A FATAL ONE!
JUST A LITTLE CLOSER, AND...
THERE--! I'VE ACTIVATED MY COMPUTERIZED BARRAGE!
NOTHING CAN SAVE YOU--
KLIK

"--NOW?!"

NEVER FACED ANYTHING LIKE THIS--!

GOT TO CLEAR MY MIND!

THINKING WOULD ONLY SLOW ME DOWN!

MUST RELY SOLELY ON MY INSTINCT, MY *SPIDER-SENSE*--

--AND, MY *REFLEXES* TO PULL ME THROUGH!

BRAT-

TATA-

TATA-

TA

IT'S... *IMPOSSIBLE!!*

NO ONE CAN BE THAT FAST! *THAT GOOD!!*

HE'S CLOSING IN ON ME! GETTING *NEARER! NEARER!!*

BUT, THEN, AT THAT PRECISE INSTANT...

÷*ARRGH!*÷

MY BAD SHOULDER--!

HE'S HESITATING--!

I'VE GOT HIM!!

SZAZK!

UNNN

I'VE DONE IT AT LAST!

I'VE BEATEN SPIDER-MAN! I'VE WON!!

ALL THAT REMAINS IS FOR ME TO FINISH THE JOB!

ONE MORE BLAST WILL MAKE CERTAIN THAT HIS HEART IS STILLED FOREVER!!

YOU MUST NOT MISS NEXT ISSUE!

THE TITLE SAYS IT ALL...

UNMASKED AT LAST?!

MARVEL®
25TH
ANNIVERSARY

© 1986 MARVEL COMICS GROUP

TM

75¢
276
MAY
CC 02457

APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN®

NO! IT CAN'T BE TRUE! I'VE FINALLY MANAGED TO UNMASK THE HOBGOBLIN!

BUT, IT CAN'T BE... HIM!!

MORGAN ✓ RUBINSTEIN

THE FACE BENEATH THE MASK!

AT LAST!

UNMASKED!

Stan Lee PRESENTS:

SPIDER-MAN

TOM DEFALCO WRITER
RON FRENZ PENCILER
BRET BREEDING FINISHED ART
JOE ROSEN LETTERER
D. MARTIN COLORIST
JIM OWSLEY EDITOR
JIM SHOOTER EDITOR IN CHIEF

I'VE DONE IT AT LAST!

I'VE BEATEN SPIDER-MAN!!

HE'S COMPLETELY HELPLESS NOW!

HE SHOULD HAVE REALIZED THAT EVEN HIS FAMED SPEED AND AGILITY COULDN'T PROTECT HIM FROM MY COMPUTERIZED BARRAGE OF HIGH-FREQUENCY ELECTRO-BLASTS. *

*AS SHOWN LAST ISSUE--OWZ!

ONE MORE BLAST WILL SURELY STILL HIS HEART FOREVER!

I ALWAYS KNEW THIS DAY WOULD COME! IT'S BEEN HIS DESTINY EVER SINCE HE FIRST CHOSE TO MEDDLE IN MY CRIMINAL ENTERPRISES!

IT WAS ONLY A MATTER OF TIME BEFORE HE'D BE CRUSHED BY MY SKILL! MY CUNNING! MY GENIUS!!

AND, LET'S NOT FORGET YOUR *BIG MOUTH!!*

WHAT THE--?!

HATE TO BE THE BEARER OF BAD TIDINGS, CHARLEY--

--BUT, WE SPIDER-MEN ARE A MUCH HARDIER BREED THAN THE POPULAR PRESS WOULD LEAD ONE TO BELIEVE!

I WAS ONLY FAKING UNCONSCIOUSNESS TO LURE YOU CLOSER!

FHWIP

CAN'T LET HIM REALIZE HOW BADLY HE REALLY JOLTED ME!

THWAP

MY HEAD'S STILL SPINNING, BUT I CAN'T WORRY ABOUT THAT NOW!

GOT TO STOP THIS MANIAC ONCE AND FOR ALL!

HOBGOBLIN DOESN'T KNOW IT BUT, A FEW HOURS AGO, I FINALLY DECIDED TO GIVE UP BEING SPIDER-MAN!

I'M SICK AND TIRED OF RISKING MY LIFE FOR PEOPLE WHO DON'T APPRECIATE ME!

ONE WAY OR ANOTHER, THIS IS GOING TO BE MY *LAST* FIGHT--

--AND I'M DETERMINED TO GO OUT A *WINNER!!*

PWAM!!

÷UGNN÷

SOMETHING'S DIFFERENT ABOUT THE WAY SPIDER-MAN'S ACTING TODAY!

HE SEEMS ANGRIER -- AND FAR MORE INTENSE!

IT'S ALMOST AS IF HE WERE FIGHTING FOR A LOT MORE THAN HIS OWN MISERABLE LIFE!

OH, *NO!* HE'S CLOSING IN ON ME!

GOT TO SLOW HIM DOWN!

I'VE ALREADY LEARNED THAT I'M NO MATCH FOR HIM IN A CLOSE QUARTERS FIGHT!

BESIDES, I PREFER TO STRIKE FROM A DISTANCE!

BWOOOM!

YOU'RE IN REAL TROUBLE NOW, HOBBY!

THAT PUMPKIN BOMB MUST HAVE VIOLATED EVERY NOISE ORDINANCE IN THE CITY!

I HOPE THEY HIT YOU WITH A BIG FAT FINE!

DODGING THAT BOMB COST ME PRECIOUS SECONDS!

HAVE I BLOWN MY CHANCE AT THE HOBGOBLIN?

WILL HE USE THIS OPPORTUNITY TO ESCAPE, OR--

--*NO!* HE'S TURNING AROUND! HE'S GOING TO RENEW HIS ATTACK!

HE OBVIOUSLY PLANS TO USE HIS ELECTRO-BLASTERS ON ME AGAIN!

WELL, I'VE GOT A LITTLE SURPRISE COOKING FOR HIM TOO!

JUST WAIT'LL HE GETS A FACE FULL OF WEBBING!

SPWATT!!

WHA--?!

MY MASK--IT'S COVERED BY SOME SORT OF STICKY SUBSTANCE!

CAN'T SEE OUT OF MY EYEPIECES! *I'M BLIND!!*

THAT BALL MUST HAVE CONTAINED A LIQUID ADHESIVE WHICH HARDENED ON IMPACT! *UGNNN* IT'S STUCK FAST!

I'M EFFECTIVELY HELPLESS IN THIS CONDITION --AND SPIDER-MAN WILL BE ON ME WITHIN INSTANTS!

THERE'S ONLY ONE POSSIBLE WAY TO SAVE MYSELF--!

I MUST *DISCARD* MY MASK!

GOT TO COVER MY FACE! IF I SHOULD BE RECOGNIZED--!

NO! THE DISGRACE WOULD BE TOO GREAT!

MEANWHILE, COVERING A SPECTACULAR TWENTY-FIVE FEET WITH EACH LEAP, SPIDER-MAN BOUNDS FORWARD...

THIS IS *IT*--!

YOU'RE FINISHED, HOBGOBLIN! *FINISHED!!*

ONLY A FEW INCHES MORE, AND...

OH, NO! NO!!

I *MISSED* HIM!

HE GUNNED HIS GLIDER AT THE LAST POSSIBLE MOMENT!

IT ISN'T FAIR! I ALMOST HAD HIM! I WAS SO CLOSE...

SO DARNED CLOSE...

UNN! FEELS LIKE I PULLED A MUSCLE AND RE-INJURED MY BAD ARM WHILE I WAS STRETCHING FOR HIM!

BLAST IT ALL! WHY CAN'T ANYTHING EVER WORK OUT RIGHT FOR ME?!

IN ALL THE CONFUSION, I DIDN'T EVEN MANAGE TO GET A LOOK AT HIS FACE--OR, AT THE COLOR OF HIS HAIR!

AND, THIS WAS SUPPOSED TO BE MY *LAST* BATTLE!

I'M TIRED OF BEING SPIDER-MAN! SICK OF CARRYING THE WORLD'S BURDENS ON MY SHOULDERS!

I WANT TO QUIT!!

BUT, HOW CAN I HANG UP MY WEBS FOR GOOD--WHEN A MANIAC LIKE THE HOBGOBLIN IS STILL RUNNING LOOSE?!

SHEESH MAY AS WELL HEAD HOME, AND TRY TO MELLOW OUT...

BUT, A FEW MINUTES LATER...

TALK ABOUT THE PERFECT END TO A PERFECT DAY!

ALL I WANT FROM LIFE RIGHT NOW IS A WARM SHOWER, AND A CHANGE OF UNDERWEAR...

...BUT, I CAN'T SNEAK INTO MY APARTMENT THROUGH MY BATHROOM SKYLIGHT AS LONG AS MY NEXT-DOOR NEIGHBORS ARE USING THE ROOF!

MARY JANE IS SUPPOSED TO BE WAITING FOR ME IN MY APARTMENT.

I COULD LEAP ACROSS THE ALLEY, AND TRY TO GET HER ATTENTION BY TAPPING ON ONE OF MY WINDOWS...

...BUT THERE'S A GOOD CHANCE THE GIRLS ON THE ROOF WILL ALSO HEAR ME!

WHAT CAN I DO?

HEY! MAYBE I CAN'T REACH MARY JANE, BUT NOTHING'S PREVENTING HER FROM COMING TO ME...

MOMENTS LATER...

ALL I HAVE TO DO IS ARRANGE FOR HER TO MEET ME WITH SOME CIVILIAN CLOTHES!

THIS COSTUME DOESN'T HAVE ANY POCKETS TO CARRY CHANGE, BUT THAT WON'T STOP ME FROM MAKING A *COLLECT* CALL.

HOWEVER...

I'M SORRY, BUT YOU CAN'T MAKE A COLLECT CALL WITHIN THE SAME EXCHANGE AREA.

PLEASE DEPOSIT TWENTY-FIVE CENTS...

B-BUT...

KUK

NOW WHAT? SHOULD I WEB-SWING OUT TO *QUEENS*, AND MAKE MY CALL FROM THERE, OR...

¢&#*#$ JOB!

EXCUSE ME, SIR, CAN I TROUBLE YOU FOR A QUARTER?

LOUSY PANHANDLER! CITY'S FULL OF THEM!

PUSH OFF, BUDDY! WHY DON'T YOU DO YOURSELF A FAVOR AND GET A--

--JOB?!

I'VE TRIED, SIR. *HONEST!*

BUT, EVEN THE NEW YORK TIMES DOESN'T LIST MANY WANT ADS UNDER "WEB-SWINGER"!

H-HOW MUCH DO YOU WANT?

A QUARTER.

I-I DON'T CARRY MUCH MONEY, BUT I COULD WRITE YOU A CHECK FOR ANY AMOUNT!

JUST A QUARTER.

T-TAKE IT... PLEASE... WITH MY COMPLIMENTS!

WHERE'S PETER? WHAT'S HAPPENED TO HIM?

IT'S MY FAULT HE WENT OUT TO FIGHT THE HOBGOBLIN!

HE WANTED TO STOP BEING SPIDER-MAN, BUT I FORCED HIM TO LIVE UP TO HIS RE-SPONSIBILITIES!

WHAT A LAUGH! I CAN'T GET MY OWN LIFE TOGETHER, AND I'M TELLING PETER HOW TO LIVE HIS!

BRRING!

SHORTLY...
THIS IS THE ALLEY PETER DESCRIBED.
NO ONE SEEMS TO BE WATCHING ME, SO I GUESS IT'S SAFE TO ENTER.
PETER DIDN'T SOUND TOO GOOD OVER THE PHONE.
HOPE HE'S ALL RIGHT! IT'LL BE ALL MY FAULT IF HE WERE HURT!
PETER--?
BACK HERE.
BOY, AM I GLAD TO SEE YOU.
A.W. BEATTIE HAULING AND DUMPING CO.
MOST MEN ARE, TIGER!
HOPE THESE CLOTHES WILL DO. I GRABBED THE FIRST THINGS I COULD FIND. DIDN'T EVEN BOTHER TO SEE IF THEY WENT TOGETHER.
I'M SURE THEY'LL BE FINE.
YOU OKAY?
BANGED UP MY ARM A LITTLE -- IT'S REAL SORE -- BUT, THAT'S PAR FOR THE COURSE.
YEAH. GUESS SO.
WHAT AM I DOING HERE? I DON'T WANT TO KNOW ABOUT THIS PART OF HIS LIFE! NEVER WANTED TO EXPERIENCE IT!
I REALLY CARE ABOUT PETER, AND IT TEARS ME UP INSIDE EVERYTIME I THINK OF HIM RISKING HIS LIFE AS SPIDER-MAN.
MAYBE IT WOULD BE *BETTER* IF HE QUIT... FOR THE BOTH OF US!!
UH... MARY JANE, THANKS FOR COMING.
NO SWEAT, TIGER.
DON'T MENTION IT.
EVER!

JUST THEN...

THIS IS BELINDA BARKLEY ON THE STREET AT THE CORNELL UNIVERSITY MEDICAL CENTER--

--WHERE THE YOUNG WOMAN, WHO WAS ALLEGEDLY HELD HOSTAGE BY THE MASKED CRIMINAL KNOWN AS THE HOBGOBLIN,* HAS BEEN TAKEN.

HOW IS SHE, OFFICER?

*SEE LAST ISH --OWZ!

WELL, UH, THE VICTIM IS CURRENTLY BEING TREATED FOR SHOCK.

IS THAT CAMERA REALLY ON?

YES.

HAVE YOU LEARNED WHY THE HOBGOBLIN ALLEGEDLY ATTACKED HER?

SHE APPEARS TO HAVE BEEN CHOSEN AT RANDOM--

"--BUT WE'VE POSTED A TWENTY-FOUR HOUR GUARD AROUND HER ROOM JUST IN CASE HE COMES BACK FOR HER!"

THOMPSON, HUH?

YEAH. I'M THE GIRL'S... BOYFRIEND.

I KNOW. YOU'RE ON MY LIST.

I GUESS IT'LL BE ALL RIGHT FOR YOU TO SPEND A FEW MINUTES WITH HER.

THANKS.

N.Y.P.D

SHA SHAN--?

F-FLASH, IS IT REALLY YOU?

OH, DARLING! I'M SO GLAD YOU'VE COME!

I'VE MISSED YOU SO MUCH!

IT WAS HORRIBLE FLASH! T-THAT AWFUL MAN...H-HE TRIED TO KILL ME!

F-FLASH, WHAT IS IT? WHAT'S WRONG?

THAT'S EXACTLY WHAT I WANT TO KNOW, LADY.

I'VE BEEN BACK TO OUR APARTMENT...

I KNOW THAT YOU'VE TAKEN ALL OF YOUR THINGS AND MOVED OUT! *WHY?!*

HOW COULD YOU DO THAT TO ME?!

ANSWER ME, GIRL! I WANT TO KNOW WHY YOU BETRAYED ME LIKE THAT!

I... I THOUGHT YOU CAME HERE BECAUSE YOU WERE WORRIED ABOUT ME! I SHOULD HAVE KNOWN BETTER...

YOU DON'T CARE ABOUT ME! YOU'RE ONLY INTERESTED IN YOURSELF!

YOU CAME TO PUNISH ME FOR WOUNDING YOUR OVER-INFLATED EGO, DIDN'T YOU? *DIDN'T YOU?!*

SPWATT!

GET OUT!!

I NEVER WANT TO SEE YOU AGAIN!

HEY! WHAT'S GOING ON IN HERE?

LEAVE HER ALONE--*NOW!!*

IT'S... JUST A FAMILY ARGUMENT, OFFICER! NOTHING TO BE CONCERNED ABOUT.

TAKE IT OUTSIDE, MISTER! THAT WOMAN'S BEEN THROUGH ENOUGH TODAY.

I'LL BE BACK!

NOT WHILE I'M ON DUTY!

BUT THEN, AS FLASH THOMPSON STALKS DOWN THE HOSPITAL CORRIDORS...

STUPID COP! I'LL SHOW HIM! I'LL SHOW THEM ALL!

YOU'RE THE BOYFRIEND, AREN'T YOU?

YOU LOOK LIKE A MAN WHO'S REAL ANGRY!

I AM!

WHY DON'T YOU TELL OUR VIEWING AUDIENCE HOW YOU FEEL ABOUT THE HOBGOBLIN?

THE HOBGOBLIN?!

SURE, WHY NOT?

GET THAT CAMERA ROLLING--!

I THINK THE HOBGOBLIN'S A CREEP AND A COWARD!

DO WE HAVE TO WATCH THIS, RODERICK?

TAKE OFF, SWEETIE! I'VE GOT WORK TO DO.

HE'S A BIG BULLY WHO HAS TO GET DRESSED UP IN A STUPID COSTUME--

--IN ORDER TO TERRORIZE DEFENSELESS WOMEN! A FIRST-CLASS *SICKO!*

LISTEN TO THAT BIG MOUTH!

DON'T YOU HAVE SOME PLACE TO BE, LANCE?

YEP! I'M OUT OF HERE!

HE WOULDN'T LAST TEN SECONDS AGAINST A REAL MAN! A GUY LIKE ME WOULD TEAR HIM APART!

OH, FLASH, PLEASE BE CAREFUL!

IF THE HOBGOBLIN SHOULD SEE THIS--!

SOMETIME LATER...

...A CREEP AND A COWARD! HE'S A...

PLEASE TURN THAT OFF -- I'VE ALREADY SEEN IT TWICE TODAY.

YEAH, THEY'VE BEEN SHOWING IT ON EVERY NEWS BROADCAST.

KLIK!

I WONDER HOW THE HOBGOBLIN FEELS ABOUT IT?

PERHAPS WE SHOULD PHONE OUR ILLUSTRIOUS ASSOCIATE AT THE USUAL TIME, AND FIND OUT.

AND, SOON...

GOOD EVEN-ING. THIS IS *THE ROSE.*

I TRUST YOU'VE SEEN THE NEWS TODAY.

QUITE A FEW TIMES, ACTUALLY.

I DO HOPE THAT INTERVIEW WITH THE THOMPSON BOY DIDN'T UPSET YOU UNNECESSARILY.

NOT AT ALL!

IN FACT, I ALREADY KNOW HOW I CAN EXPLOIT IT FOR MY OWN ADVANTAGE.

THE ROSE DOESN'T FOOL ME. HE WASN'T THE LEAST BIT CONCERNED WITH MY FEELINGS.

OURS IS A SIMPLE BUSINESS ARRANGEMENT. HE PROVIDES THE CRIMINAL CONTACTS...

I HANDLE THE MUSCLE!

AND, I INTEND TO USE THAT MUSCLE TO CRUSH SPIDER-MAN--TOTALLY AND WITHOUT MERCY!

NO SENSE WORRYING ABOUT THAT NOW! I HAVE OTHER MATTERS TO ATTEND!

--TASTE THE WRATH OF THE *HOBGOBLIN!*

IF ONLY THIS LITTLE BAUBLE HAD BEEN COMPLETED EARLIER, I WOULD HAVE ALREADY BEEN RID OF THAT WALL-CRAWLING FOOL FOREVER!

AFTER ALL, SPIDER-MAN ISN'T THE ONLY ONE WHO WILL SOON--

MEANWHILE, ACROSS TOWN, AT THE BWAINSTEIN PSYCHIATRIC CENTER FOR THE CRIMINALLY MALADJUSTED...

YOU'RE NEW HERE, AIN'TCHA?

WELL, YOU'RE REALLY GONNA LOVE THIS PLACE! GOT A FULL COMPLIMENT OF LOONIES AND WEIRDOS, WE DO!

SEE THIS STUFF? IT'S *GARBAGE!*

INSTITUTIONAL FOOD HAS THAT REPUTATION.

NAH... I MEAN IT REALLY IS GARBAGE --POTATO PEELINGS, BANANA SKINS, ROTTED FRUITS AND VEGETABLES!

SOMEONE EATS THAT STUFF?!

YEAH, OUR STAR ATTRACTION! POP THE LOCK AND FEAST YOUR EYES ON--

OHMIGOSH! HE'S GONE--

"THE *HUMAN FLY* HAS ESCAPED!"

THOSE PITIFUL FOOLS SHOULD HAVE REALIZED THAT NO MERE MENTAL ASYLUM COULD HOLD ANYONE AS POWERFUL AS I!

NOW THAT I'M LOOSE, NOTHING CAN SAVE SPIDER-MAN FROM MY VENGEANCE!

HE WILL DIE... SLOW AND DIRTY!

THIS, DO I *SWEAR!*

ELSEWHERE, AT THAT PRECISE MOMENT...

ARE YOU OUT OF YOUR EVER-LOVING MIND?!

WHAT DO YOU MEAN YOU'RE GOING BACK OUT THERE AFTER THE HOBGOBLIN?

HE ALMOST *KILLED* YOU EARLIER TODAY!

GET OFF MY BACK, LADY!

THIS IS SOMETHING I'VE GOT TO DO!

DON'T PLAY *MR. MACHO* WITH ME, PETER PARKER! YOU TOLD ME THAT YOU WERE FINISHED AS SPIDER-MAN!

LEAVE THE HOBGOBLIN TO THE PROFESSIONALS --THE REAL SUPER HEROES LIKE THE *FANTASTIC FOUR* AND THE *AVENGERS!*

I CAN'T!

TOO MUCH HAS HAPPENED BETWEEN HOBGOBLIN AND ME!

THIS IS PERSONAL! I HAVE TO BE THE ONE WHO STOPS HIM!

YOU ONCE TOLD ME THAT YOU ORIGINALLY BECAME SPIDER-MAN OUT OF A SENSE OF RESPONSIBILITY...

WHAT ABOUT YOUR RESPONSIBILITY TO YOURSELF?

WHEN DO YOU GET A CHANCE TO LIVE YOUR OWN LIFE?

YOU REALLY DON'T UNDERSTAND, DO YOU?!

THE HOBGOBLIN IS *MY* PROBLEM! IF I WALK AWAY NOW, I'LL ALWAYS FEEL RESPONSIBLE FOR EVERY CRIME HE EVER COMMITS-- EVERY PERSON HE EVER HURTS!

I CAN'T LIVE LIKE THAT, MARY JANE. I CAN'T HAVE THAT HANGING OVER MY HEAD.

WHAT ABOUT AFTER THE HOBGOBLIN? WHAT ARE YOU GOING TO DO THE NEXT TIME *DOCTOR OCTOPUS* OR THE *VULTURE* MENACES THE CITY?

I...DON'T KNOW.

I CAN'T THINK THAT FAR AHEAD.

I JUST KNOW THAT I'VE GOT TO PUT MY OWN LIFE ON HOLD UNTIL I'VE BEATEN THE HOBGOBLIN!

AFTER THAT... WELL, WHO KNOWS...

I'M SORRY, MARY JANE, BUT I JUST CAN'T RUN AWAY FROM MY RESPONSI-BILITIES!

I CAN'T CHANGE THE WAY I AM!

AND, FOR NOW, I'VE GOT TO BE *SPIDER-MAN!*

AND SO...

GO AHEAD, PETER! REMAIN TRUE TO YOUR RESPONSIBILITIES! CONTINUE TO BE SPIDER-MAN...

...BUT, DON'T EXPECT ME TO STICK AROUND AND WATCH YOU DESTROY YOURSELF!

MEANWHILE...

WHAT'S WRONG WITH ME, ANYWAY? WHY DO I KEEP SCREWING UP?

I USED TO BE A SUPER-STAR! THE ENVY OF ALL!

BUT, NOBODY CARES ABOUT YESTERDAY'S FOOTBALL HERO!

SHA SHAN AND I ARE ON THE OUTS-- AND EVEN MY FRIEND-SHIP WITH PETER PARKER HAS GONE SOUR!

THEN, THERE'S BETTY LEEDS. WE'VE BEEN SEEING EACH OTHER ON THE SLY FOR MONTHS.

DOES SHE REALLY CARE FOR ME--OR, IS SHE JUST USING ME TO STRIKE BACK AT HER HUSBAND?

ISN'T THERE ANYONE I CAN TRUST?!

THOMPSON--! IT'S ABOUT TIME I'VE FOUND YOU!

WHAT THE--?!

DO YOU RECOGNIZE ME, THOMPSON?

OHMIGOSH!

YOU--!!

ACROSS TOWN...

MARY JANE'S RIGHT! I MUST BE SOME KIND OF STUPID TO GO AFTER THE HOBGOBLIN!

BUT, I JUST CAN'T HELP MYSELF!

UH-OH! I SENSE DANGER NEARBY...

IS IT THE HOBGOBLIN?!

AT LAST! I'VE FOUND HIM!

THE UNSUSPECTING FOOL IS HEADED RIGHT TOWARD ME!

HE'LL SOON PAY FOR ALL THE SUFFERING HE'S EVER PUT ME THROUGH--WITH HIS OWN MISERABLE LIFE!

WAIT! BEHIND ME--!

AH, IT'S ONLY A SIMPLE TRASHMAN...

NO NEED TO WORRY ABOUT HIM!

NOT WHEN I'M ABOUT TO WREAK MY FINAL VENGEANCE ON MY MOST HATED ENEMY!

BUT THEN, EVEN AS THE HUMAN FLY TAKES TO THE SKY...

SPAK

PUM

JUSTICE IS SERVED!

I'D BETTER GET MOVING IF I DON'T WANT TO RUN INTO-SPIDER-MAN!

MOVING QUICKLY, THE SCOURGE OF THE UNDERWORLD MANAGES TO DELAY HIS MEETING WITH THE AMAZING WALL-CRAWLER...FOR NOW!!

AND, NEARBY...

WHAT THE HECK WAS THAT WEIRD NOISE?

BETTER SWING IN THE DIRECTION IT CAME FROM, IT SOUNDED TOO MUCH LIKE A GUNSHOT FOR ME TO IGNORE.

THWIPP

HEY! MY SPIDER-SENSE IS TINGLING AGAIN!

WARNING ME OF DANGER FROM BEHIND--!

PZAP!

BARELY MANAGED TO AVOID THAT BLAST IN TIME!

GUESS I'LL HAVE TO FORGET ABOUT THAT OTHER NOISE FOR NOW! I'VE GOT MY OWN PROBLEMS!

I KNEW YOU WOULD BE OUT SEARCHING FOR ME, SPIDER-MAN!

EVEN YOU HAD TO REALIZE THAT THIS WAR BETWEEN US HAS GONE ON MUCH TOO LONG!

NO MATTER WHAT THE OUTCOME, WE MUST SETTLE THINGS TONIGHT!

NO ARGUMENT HERE, HOBBY--

--JUST SO LONG AS YOU'RE THE ONE WHO LOSES!

MISSED HIM!

YOU WOUND ME, SPIDER-MAN! DID YOU REALLY THINK YOU WOULD CATCH ME OFF-GUARD?

THWIPP

JUST CALL ME A BRIGHT-EYED OPTIMIST!

I DON'T BELIEVE IT! TWENTY MINUTES TO GO ON MY SHIFT, AND I HAD TO SPOT THOSE TWO LUNATICS!

NYPD 13101

BETTER CALL FOR BACK-UP! I DON'T KNOW ABOUT SPIDER-MAN, BUT THERE ARE QUITE A FEW WARRANTS OUT-STANDING ON HIS FRIEND!

WHERE IS HOBBY GOING?

IS THIS MERELY A STRATEGIC RETREAT-- OR, A TRAP?!

HEY, FRIGHT-FACE! I THOUGHT YOU CAME OUT TO FIGHT!

WHERE'S YOUR COURAGE? DID YOU LEAVE IT IN YOUR OTHER COSTUME?

I LOVE IT WHEN YOU THINK WITH YOUR MOUTH INSTEAD OF YOUR BRAIN, SPIDER-MAN!

IT MAKES IT SO MUCH EASIER TO SET YOU UP FOR--

--THE KILL!!

INCREDIBLE! YOUR REFLEXES ARE SO HIGHLY DEVELOPED THAT YOU CAN ACTUALLY WEAVE A PATH THROUGH MY CONTINUOUS BARRAGE OF RANDOM-PATTERNED POWER DISCHARGES!

THIS SURPRISES YOU?!

A BIG BRAIN LIKE YOU SHOULD HAVE REALIZED THE FUTILITY--

--OF TRYING TO DRAW A BEAD ON A MAN WITH THE PROPORTIONATE SPEED AND AGILITY OF A SPIDER!

I WASN'T TRYING TO HIT YOU, SPIDER-MAN!

I WAS MERELY ATTEMPTING TO MANEUVER YOU INTO THE PROPER POSITION--

"--FOR *THIS!!*"

BWOP!!

YOU MUST BE SLIPPING, PAL!

THAT BOMB WASN'T EVEN CLOSE!

UH-OH! IT'S RELEASING SOME KIND OF MIST!

SOMETHING TELLS ME I'D BETTER MOVE--AND *FAST!*

THAT GUNK SOAKED RIGHT THROUGH MY COSTUME, AND COVERED MY BODY BEFORE I HAD A CHANCE TO REACT!

BUT *WHY?!* WHAT'S ITS PURPOSE?

OH, *NO!!* SOMETHING'S REAL WRONG HERE!

I'M NOT STICKING TO THIS WALL!

THAT MIST-- IT MUST HAVE NEGATED MY ABILITY TO ADHERE TO ANY SURFACE!

I'M FALLING!!

AND, AT THAT PRECISE MOMENT--

HOBBY'S TRYING TO BLAST ME, AGAIN!

HE MUST THINK I'M HELPLESS!

HE'S WRONG!

STILL, THAT WAS A LITTLE TOO CLOSE FOR COMFORT!

I'VE BEEN ON THE DEFENSIVE MUCH TOO LONG!

THWIPP

IT'S TIME FOR ME TO CUT LOOSE!

FWAP

THAT STEEL PIPE MAY NOT LOOK LIKE MUCH OF A WEAPON--

--BUT, I CAN USE MY WEBBING TO WHIP IT AROUND UNTIL IT ACHIEVES THE VELOCITY OF--

"--THE DEADLIEST *MISSILE!*"

N--NO! IF THAT HAD STRUCK ME--!

WHAT'S HAPPENED TO SPIDER-MAN? I'VE NEVER SEEN HIM BATTLE WITH SUCH WILD ABAN-DONMENT!

BUT, *WAIT*-- WHERE IS HE? WHERE HAS HE GONE?!

HERE I AM, BUNKY!

I WAS HOPING THAT PIPE WOULD DISTRACT YOU LONG ENOUGH FOR ME TO REBOUND OFF A FEW BUILDINGS, AND MAKE MY MOVE!

NO! THIS ISN'T POSSIBLE--!

YOU CAN'T CAPTURE ME! *NOT NOW!!*

NOT WHEN I'M SO CLOSE TO TOTAL VICTORY!

THEM'S THE BREAKS, PARTNER!

NO!! I CAN STILL SALVAGE THIS DAY!

KREEESH

FORGET IT, HOB-GOBLIN!

YOU'RE FINISHED! DO YOU HEAR ME?! *FINISHED!!*

KEEP DREAMING, SPIDER-MAN!

WHILE IT IS TRUE THAT ONE OF US SHALL FINALLY FALL TONIGHT--

--I CAN UNEQUIVO-CALLY GUARANTEE YOU THAT IT WON'T BE *ME!!*

BOY, YOU REALLY KNOW HOW TO PUT MY MIND AT EASE!

BLAST IT! HE MANAGED TO SHAKE ME LOOSE!

THAT NEVER WOULD HAVE HAPPENED IF I COULD STILL STICK TO THINGS!

YOU'VE PUSHED ME TOO FAR, WEB-SWINGER!

NO MATTER WHAT ELSE HAPPENS, I CAN'T ALLOW YOU TO LIVE!

I *MUST* KILL YOU!

BADOOM!

ARE YOU SURE YOU COULDN'T SETTLE FOR JUST CALLING ME A FEW NASTY NAMES?

THAT WOULD BE A WHOLE LOT EASIER ON THE EARDRUMS THAN THOSE BOMBS YOU KEEP TOSSING! CHEAPER, TOO!

WHY IS HE DIVING DOWN THAT HOLE?

GUESS THERE'S ONLY ONE WAY TO FIND OUT.

BUT I'D BETTER BE READY FOR ANYTHING--!

I'VE GOT YOU NOW, SPIDER-MAN! THERE'S NO WAY YOU CAN KEEP AVOIDING MY BLASTS IN THIS CRAMPED BASEMENT!

DON'T BE CRAZY, HOB-GOBLIN! THAT'S A GAS FURNACE BEHIND ME!

IF YOU SHOULD ACCIDENTALLY STRIKE IT--

KWA-BAM!

FOR A FULL MINUTE, SPIDER-MAN LIES STILL, BARELY BREATHING, THEN...

UGNNN FEELS LIKE SOMEONE'S BEEN USING MY HEAD FOR A SOCCER BALL!

BUT, AT LEAST I'M CONSCIOUS. HOBGOBLIN'S STILL OUT!

I CAN HEAR HIM BREATHING, BUT MY SPIDER-SENSE ISN'T WARNING OF ANY DANGER!

OUR WAR IS FINALLY OVER!

I'VE WON! I'VE BEATEN HIM AT LAST!

I CAN NOW RETIRE WITH A CLEAR CONSCIENCE!

I CAN FINALLY START LIVING FOR MYSELF!

GUESS I MIGHT AS WELL SEE WHO'S UNDER THIS STUPID FRIGHT MASK...

RIPPP

FLASH THOMPSON?!

NO! IT CAN'T BE--!

FLASH, WAKE UP! TELL ME THIS ISN'T TRUE! IT'S GOTTA BE SOME KIND OF NIGHTMARE!

≒UNNNN≒

HOLD IT, WALL-CRAWLER! WE'LL TAKE OVER FROM HERE!

SARGE, *LOOK!* OUR INFORMATION WAS RIGHT! IT IS THE *HOBGOBLIN* --AND SPIDER-MAN'S CAPTURED HIM!

A LOT OF THE GUYS IN THE DEPARTMENT REALLY DON'T KNOW WHAT TO MAKE OF YOU, WEBS.

BUT, WE OWE YOU FOR THIS ONE...

THIS CREEP HAS A SHEET ON HIM THAT COULD STRETCH ALL THE WAY TO JERSEY.

HE'S WANTED FOR QUESTIONING IN EXTORTION SCHEMES, KIDNAPPINGS AND...EVEN A FEW MURDERS!

YOU REALLY DID THE CITY A SERVICE TODAY, AND...

"...YOU SHOULD FEEL PROUD!"

LATER, AFTER OBTAINING THE NECESSARY WARRANTS, THE POLICE ARRIVE AT FLASH THOMPSON'S APARTMENT...

SEARCH EVERYTHING! WE'RE GONNA NEED SOME HARD EVIDENCE TO HELP NAIL THIS GUY!

START WITH THE BEDROOM CLOSET!

YOU MUST BE PSYCHIC, CAPTAIN KEATING.

CHECK THIS OUT--!

LOOKS LIKE WE HIT THE JACKPOT, BOYS!

EVEN D.A. TOWER HIMSELF WILL HAVE TO ADMIT THAT THIS LITTLE ARSENAL CLINCHES IT--

--THE THOMPSON KID IS DEFINITELY THE HOBGOBLIN!

CAN IT REALLY BE TRUE?

IS FLASH GUILTY?!

I CAME HERE, HOPING THAT IT WAS ALL A MISTAKE --BUT, THE EVIDENCE SEEMS TO INDICATE OTHERWISE!

WHAT AM I GOING TO DO? I'VE KNOWN FLASH SINCE HIGH SCHOOL. I CAN'T DESERT HIM NOW!

AND, YET, WHY SHOULD I ATTEMPT TO HELP A MAN WHO'S BEEN TRYING TO KILL ME?!

ELSEWHERE, AT THAT VERY MOMENT...

SPIDER-MAN REALLY HAD ME CONCERNED FOR A FEW MINUTES THERE...BUT EVERYTHING ACTUALLY FELL INTO PLACE!

FRAMING THOMPSON WAS A STROKE OF GENIUS!

SERVES HIM RIGHT! IT WOULDN'T HAVE OCCURRED TO ME IF HE HADN'T OPENED HIS BIG MOUTH ON TELEVISION!

THANKS TO THE EVIDENCE I'VE PLANTED, THE AUTHORITIES MUST BE CONVINCED THAT THEY HAVE THE RIGHT MAN--

--AND THAT SHOULD KEEP THE HEAT OFF ME FOR AWHILE!

IT'S A REAL SHAME THAT THOMPSON WILL HAVE TO TAKE A FALL...

...BUT, I GUESS IT COULDN'T HAVE HAPPENED TO A MORE DESERVING FELLOW!

KLICK

THE END... FOR NOW!

MARVEL®
25TH
ANNIVERSARY

© 1986 MARVEL COMICS GROUP

TM

75¢
277
JUNE
CC 02457

APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN®

SPECIAL ISSUE

THE MYSTERY OF THE
HOBGOBLIN
DEEPENS!

GUEST-STARRING
DAREDEVIL
THE MAN WITHOUT FEAR

AND A SHOCKING
CONFRONTATION WITH
THE **KINGPIN**™

C.VESS

SPECIAL FEATURE:
CHARLES VESS'
CRY OF THE WENDIGO

SPIDER-MAN IN Stan Lee PRESENTS: THE RULES OF THE GAME!

WITNESS: A MAN IN TURMOIL! A MAN TORN BETWEEN THE COLD EVIDENCE OF HIS EYES, AND THE DESPERATE YEARNINGS OF HIS HEART!

FLASH THOMPSON IS THE HOBGOBLIN!

I UNMASKED HIM MYSELF*, AND THE POLICE HAVE MANAGED TO FIND ALL SORTS OF PROOF AGAINST HIM...

BUT, I JUST CAN'T QUITE BELIEVE IT'S TRUE! HOW CAN I ?! I'VE KNOWN THE GUY SINCE HIGH SCHOOL...

TOM DEFALCO WRITER

RON FRENZ PENCILER

RICK PARKER LETTERING

BOB LAYTON INKS

BOB SHAREN COLORS

JIM OWSLEY EDITOR

JIM SHOOTER EDITOR IN CHIEF

*SEE LAST ISSUE -- OWZ.

"SURE, FLASH ALWAYS WAS A BIT OF A JERK, AND A BULLY..."

WELL, WELL, IF IT AIN'T PUNY PARKER! WHAT'S NEW IN FLAKESVILLE, BOOKWORM?

LAY OFF, YOU CLUMSY MEATHEAD!

"BUT, FLASH HAD HIS GOOD POINTS, TOO. HE USED TO BE SPIDER-MAN'S BIGGEST SUPPORTER..."

JOIN THE SPIDER-MAN FAN CLUB FOREST HILLS CHAPTER

"...THOUGH I'VE OFTEN WONDERED HOW HE WOULD HAVE FELT IF HE HAD LEARNED THAT HIS IDOL WAS SECRETLY PUNY PARKER!"

"IN THE LAST FEW YEARS, FLASH AND I FINALLY MANAGED TO LOWER OUR BARRIERS LONG ENOUGH TO REALIZE THAT WE ACTUALLY LIKE EACH OTHER."

"WE GREW CLOSE, BECAME FRIENDS."

SO, WHAT WENT WRONG? HOW DID A BIG OL' BEAR LIKE FLASH EVER BECOME A HOMICIDAL MANIAC LIKE THE HOBGOBLIN?

I KNOW THAT FLASH HAS BEEN HAVING HIS SHARE OF PERSONAL PROBLEMS LATELY, BUT THAT STILL DOESN'T EXPLAIN WHY HE...

MARY JANE?! WHAT IS IT, LADY? WHAT ARE YOU DOING HERE?

I HAD TO COME OVER AS SOON AS I SAW THIS MORNING'S PAPER, PETER

THIS IS TOTALLY RIDICULOUS! FLASH THOMPSON IS NO CRIMINAL!

SURELY YOU MUST REALIZE THAT IT'S ALL A BIG MISTAKE!

DAILY BUGLE

HOBGOBLIN UNMASKED!!

THINK, PETER! YOU'RE *SPIDER-MAN*! THERE'S GOT TO BE SOME WAY YOU CAN HELP FLASH!

ARE YOU CRAZY, MARY JANE? WHY SHOULD I HELP THE *HOBGOBLIN*?

HE'S BEEN TRYING TO KILL *ME* FOR MONTHS!

SPIDER-MAN--NOT YOU! FLASH IS *YOUR* FRIEND!

THAT'S GOT TO COUNT FOR SOMETHING!

THE PAPER SAYS YOU WERE INVOLVED IN HIS CAPTURE. IS THAT TRUE?

IS IT?!

RINGG RINGG

FORGET THE PHONE, PETER!

I WANT AN ANSWER-- NOW!

LOOK, WHOEVER YOU ARE, THIS REALLY ISN'T A VERY GOOD TIME TO--

PARKER? IT'S MATT...

THAT VOICE-- LIKE SOMETHING FROM OUT OF A GRAVE!

MATT WHO--?

MURDOCK.

DON'T SAY ANYTHING, PARKER. YOUR LINE MAY BE TAPPED.

TAPPED?!

I'M IN TROUBLE. NEED HELP.

"CAN I COUNT ON YOU?

BZZZZ

WHAT IS THIS PLACE? SOME KIND OF RESCUE MISSION?

HI. I'M HERE TO SEE--

I KNOW WHY YOU'VE COME.

FOLLOW ME.

SPOOKY LADY!

I'M NOT PROUD OF MYSELF FOR RUNNING OUT ON MARY JANE, BUT MURDOCK DID SOUND LIKE HE WAS IN A PRETTY SAD STATE.

HE'S INSIDE.

THANK YOU, SISTER.

THIS MUST BE SOME SORT OF SECRET OPERATIONS BASE! A NERVE CENTER FOR THE CRIME FIGHTING CRUSADE OF...

"DAREDEVIL THE MAN WITHOUT FEAR!

MAN, WHAT A COVER! POSING AS MATT MURDOCK, BLIND ATTORNEY... AND NOW *THIS* PLACE!

WHAT THE--?!

H-HE LOOKS LIKE HE'S BEEN THROUGH A MEAT GRINDER!

WHAT HAPPENED, MATT? WHO DID THIS TO YOU?

THE *KINGPIN.*

THE *KINGPIN* OF CRIME? *WHY--?!*

HE'S BEEN TRYING TO DESTROY ME! SOMEHOW, HE RECENTLY FOUND OUT THAT I WAS *DAREDEVIL.*

BE CAREFUL! HE MAY ALSO KNOW THAT YOU'RE *SPIDER-MAN.*

WHAT--?!

HE'S FAR MORE POWERFUL THAN YOU COULD EVER IMAGINE. HE'S ALREADY TURNED THE *PHONE* COMPANY, THE *POWER* COMPANY AND THE *INTERNAL REVENUE SERVICE* AGAINST ME.

YOU'RE A LAWYER, MATT. ISN'T THERE ANYTHING YOU CAN DO?

NO...

HE'S EVEN MANAGED TO USE HIS THREATS AND BRIBES TO HAVE ME DISBARRED.

HE'S FROZEN MY FINANCIAL ASSETS AND HAD MY HOUSE BLOWN UP.

HE'S ALSO TRIED TO BEAT ME TO DEATH, AND HAVE ME FRAMED FOR MURDER.

IN SHORT, HE'S DONE EVERYTHING IN HIS POWER TO CRUSH ME.*

*AS DETAILED IN *DAREDEVIL* #227 AND #228 -- OWZ.

HE'S FAILED!

I HAVE ALREADY BEGUN TO REGAIN MY STRENGTH!

IT'S ONLY A MATTER OF TIME BEFORE I'LL BE READY TO STRIKE BACK, TO GET MY REVENGE!

TAKE IT EASY, MATT! TRY TO RELAX.

YOU'RE THE ONLY ONE I CAN TRUST! THE KINGPIN'S TURNED EVERYONE ELSE AGAINST ME, BUT I KNEW THAT HE COULD NEVER REACH YOU!

I FIGURED THAT YOU MUST HAVE HEARD ABOUT MY TROUBLES, AND HAVE BEEN QUIETLY PLANNING YOUR OWN STRATEGIES AGAINST HIM!

WELL, I DID HEAR ABOUT YOUR HOUSE, BUT I THOUGHT IT WAS JUST ONE OF THOSE FLUKE ACCIDENTS.

PARKER, I WANT YOU TO PROMISE ME SOMETHING.

I KNOW IT'S A LOT TO ASK, BUT I WANT YOU TO STAY AWAY FROM THE KINGPIN FOR THE TIME BEING.

WHAT?

I APPRECIATE THE FACT THAT YOU MUST HATE HIM ALMOST AS MUCH AS I DO, BUT THERE'S NO WAY WE CAN WORK TOGETHER ON THIS!

YOU'D ONLY BE A LOOSE END THAT WOULD SERVE TO DISTRACT ME!

THIS IS STRICTLY BETWEEN THE KINGPIN AND ME!

PROMISE THAT YOU'LL STAY OUT OF IT!

YEAH, SURE, ANYTHING YOU WANT!

THE POOR GUY'S IN WORSE SHAPE THAN I THOUGHT. HE'S DEFINITELY BLOWN HIS FUSE!

PROMISE ME!!

A FEW MINUTES LATER...

POOR DAREDEVIL! I NEVER WOULD HAVE BELIEVED THAT HE COULD FALL SO LOW.

WHAT REALLY DID HAPPEN TO HIM?

WITH ALL HIS RANTING AND RAVING, I JUST DON'T KNOW WHAT TO BELIEVE.

DID THE *KINGPIN* REALLY LEARN HIS SECRET IDENTITY?

IS THERE A CHANCE HE KNOWS MINE TOO?

WHY NOT? EVERYONE AND HIS BROTHER SEEMS TO HAVE LEARNED IT RECENTLY.

NO MATTER WHAT I PROMISED MURDOCK, I HAVE TO CHECK THIS OUT FOR MYSELF!

I'M SURE IT'S SAFE TO CHANGE INTO MY COSTUME BACK HERE.

MY SPIDER-SENSE WOULD BE WARNING ME OF DANGER IF I WAS BEING OBSERVED.

I ALWAYS USED TO THINK THAT DAREDEVIL WAS WRAPPED A LITTLE TOO TIGHT FOR HIS OWN GOOD-- BUT I DID ADMIRE HIS DEDICATION!

HE REALLY SEEMED TO CARE ABOUT *JUSTICE* ...WITH A CAPITAL J!

HE WAS ALWAYS STRIKING AT THE ROOTS OF CRIME!

THWIPP!

NOT LIKE ME! I'M ONLY A FRIENDLY NEIGHBORHOOD WEB-SWINGER...WHO JUST HAPPENS TO EARN HIS LIVING BY SELLING ACTION PIX OF HIMSELF TO THE *DAILY BUGLE*!

I GUESS THAT'S WHY I TEND TO GO AFTER MORE COLORFUL, COSTUMED CREEPS--THEY MAKE BETTER PICTURES!

DD CONCENTRATES ON THE WISE GUYS BEHIND THE SCENES!

STILL, THERE IS A DISTINCT ADVANTAGE TO GOING UP AGAINST SOMEONE LIKE THE KINGPIN.

EVERYBODY ALREADY KNOWS HE'S EVIL!

I WON'T HAVE TO WORRY ABOUT SECOND- GUESSING MYSELF THIS TIME!

SOON...

GOOD AFTERNOON, MR. FISK.

HELLO, MR. FISK.

NICE DAY, MR. FISK.

MR. FISK, I HAVE FINALLY MANAGED TO GATHER TOGETHER ALL OF THE PERTINENT DATA ON YOUR GAMBLING INTERESTS IN THE CITY.

WOULD YOU LIKE TO GO OVER IT NOW?

NO.

I HAVE SOME OTHER, MORE IMPORTANT PAPERWORK TO ATTEND...

"... IN MY OFFICE!"

CLIK-CLIK

THE LATEST MEDICAL REPORT ON MY WIFE'S CONDITION ARRIVED EARLIER, AND I MUST--

THWIPP

THAT SOUND--!

WHAT'S *HE* DOING HERE?

YOU MAY AS WELL COME OUT OF THE SHADOWS. I KNOW YOU'RE HERE.

I HEARD YOU GLUING MY DOOR SHUT WITH YOUR WEBBING.

I REALIZE THAT I'M TRAPPED IN HERE UNTIL IT HAS HAD SUFFICIENT TIME TO EVAPORATE.

TO WHAT DO I OWE THE PLEASURE OF THIS UNEXPECTED VISIT?

YOU CAN THANK DAREDEVIL.

I'VE SEEN WHAT'S HAPPENED TO HIM, KINGPIN... AND I'M NOT HAPPY!

WHY COME TO ME?

I HAVE HEARD OF DAREDEVIL'S CURRENT MISFORTUNES, BUT YOU SURELY DON'T HOLD ME RESPONSIBLE FOR THEM.

THE MAN HAS ALWAYS BEEN OBSESSED WITH ME.

HOW COULD YOU BELIEVE ANY CHARGES HE MIGHT LEVEL AGAINST ME... ESPECIALLY WHEN YOU CONSIDER HIS PRESENT CONDITION?

ME- THINKS YOU DOTH PROTEST TOO MUCH.

PERHAPS, BUT WHAT CAN YOU DO ABOUT IT ANYWAY? BEAT ME UP? WEB ME TO A WALL? HOPE THE POLICE ARRIVE, AND FIND ENOUGH EVIDENCE TO CONVICT ME?

THAT'S YOUR USUAL STYLE OF DEALING WITH CRIMINALS, ISN'T IT?

I DISLIKE BEING AT A DISADVANTAGE.

THE CONCEALED WEAPONS IN MY WALKING STICK COULD CHANGE THAT!

I'M SORRY, SPIDER-MAN, BUT COMING HERE WAS A WASTE OF YOUR TIME.

MAYBE...

THWIP

AND, MAYBE NOT.

ASIDE FROM SERVING AS AN OCCASIONAL MINOR ANNOYANCE, THERE'S NO WAY YOU CAN POSSIBLY HARM ME.

I AM A FORCE QUITE BEYOND YOUR LIMITED ABILITIES.

HE'S RIGHT! WHAT DID I HOPE TO ACCOMPLISH HERE?

MY INTERCOM COULD FILL THIS ROOM WITH A HUNDRED MEN WITHIN SECONDS!

MY NETWORK COULD FIND YOU TO BE MUCH MORE OF A HELP, THAN A HINDRANCE.

WHAT DO YOU MEAN BY THAT?

YOU SERVE ME IN MANY WAYS YOU'VE NEVER EVEN REALIZED. A LARGE PART OF MY INCOME COMES FROM PEOPLE WHO PAY ME FOR PROTECTION FROM YOU.

REALLY? TELL ME MORE... BUT, KEEP YOUR HANDS TO YOURSELF!

INCREDIBLE! HE REACTED MUCH FASTER THAN I HAD ANTICIPATED.

YOU ALSO ACT AS AN EVOLUTIONARY FORCE TO HELP WEED OUT THE MINOR CRIMINALS.

THE SURVIVORS OFTEN FIND PLACES WITHIN MY ORGANIZATION.

WHY IS HE MOVING TOWARD THAT BOOKCASE?

BLAST IT! HE'S NOW BLOCKING THE WAY TO MY EMERGENCY EXIT!

YOU THINK YOU HAVE ALL THE ANSWERS, DON'T YOU?

OF COURSE!

DO YOU REALIZE THAT EVERYTIME YOU SAVE THE CITY FROM A SUPER-MENACE -- YOU'RE ACTUALLY HELPING ME BY ALLOWING THE NORMAL BUSINESS OF CRIME TO CONTINUE?!?

YOU'RE AIDING THE FLOW OF MONEY INTO MY POCKETS!

CUT IT OUT, KINGPIN!

DON'T FEEL BAD, SPIDER-MAN. I'M SURE I ALSO SERVE SOME OF YOUR NEEDS... THOUGH I CAN'T EVEN GUESS AT THEM.

YOU AND I HAVE A MUCH CLOSER RELATIONSHIP THAN YOU COULD EVER IMAGINE!

OF THE MANY THOUSANDS THAT I EMPLOY, I OFTEN THOUGHT OF YOU AS MY MOST VALUABLE ASSET!

I COULDN'T SURVIVE WITHOUT YOU.

PERHAPS, IT'S TIME I PUT YOU ON PAYROLL.

STOP IT, KINGPIN! YOU'RE PUSHING ME TOO HARD!

AM I?

IT'S A PITY THAT YOU CAN'T DO ANYTHING ABOUT IT.

I KNOW YOU, SPIDER-MAN... PROBABLY EVEN BETTER THAN YOU KNOW YOURSELF.

YOU'LL NEVER STRIKE ME FIRST.

I'M PERFECTLY SAFE... AS LONG AS I STAND HERE... AND DO NOTHING!

YOU'RE... RIGHT!

IT WAS REAL STUPID OF ME TO COME HERE. I SHOULD HAVE USED MY BRAIN INSTEAD OF ACTING ON INSTINCT.

THWIPP

I SHOULD HAVE REALIZED THAT I COULDN'T TAKE YOU ON AS I WOULD A SIMPLE STREET-THUG!

THE ONLY WAY TO BRING DOWN A BIG LEAGUER LIKE YOU IS SLOWLY! SUBTLY!

SHORT TERM METHODS JUST WON'T WORK!

THIS HAS ALL BEEN RATHER ENLIGHTENING, BUT I THINK YOU SHOULD GO NOW.

YOU'VE ALREADY WASTED ENOUGH OF MY VALUABLE TIME.

YOU'RE REAL GOOD AT MANIPULATING PEOPLE, KINGPIN...

... BUT, YOU'RE NOT NEARLY AS POWERFUL OR INVULNERABLE AS YOU MAY THINK!

SOMEDAY, YOU'LL MAKE A MISTAKE.

THWIP

I'LL BE WAITING!

THAT FOOL!

HE SHOULD KNOW BETTER THAN TO CHALLENGE MY SUPERIOR--

WHAT THE --?!

MY CHAIR!! I'M HELD FAST TO IT!

WHY, THAT MISERABLE, INSUFFERABLE--!

CLIK!

YES, MR. FISK--?

I DO NOT WISH TO BE DISTURBED FOR THE NEXT TWO HOURS.

KEEP EVERYONE *AWAY* FROM THIS OFFICE... UNDER PENALTY OF DEATH!

YES, SIR!

YOU'VE MANAGED TO ANNOY ME YET AGAIN, SPIDER-MAN. I HOPE YOU ENJOY YOUR PETTY TRIUMPH.

WE'LL JUST SEE WHO MAKES THE *FIRST* MISTAKE...

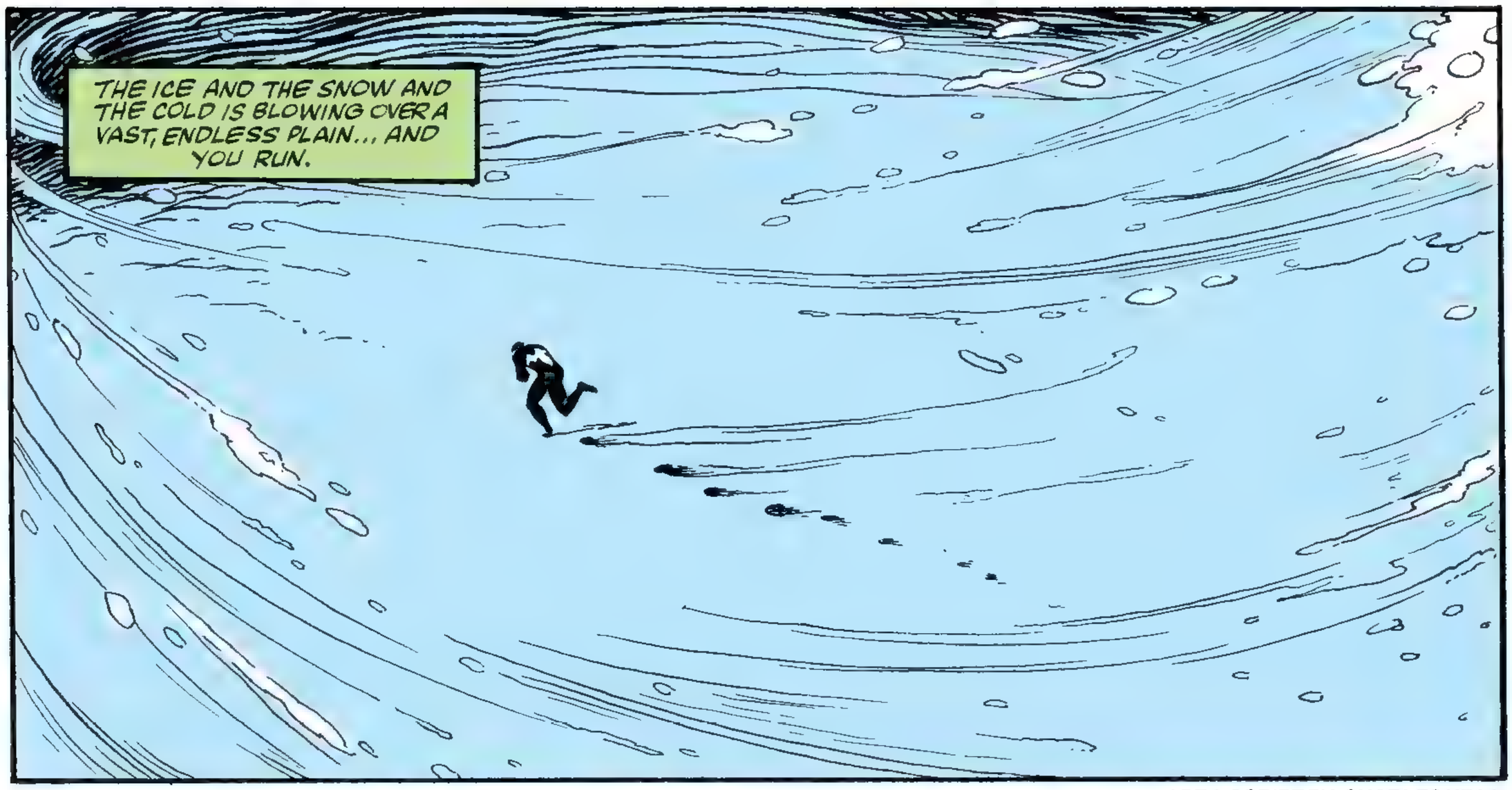
I'M BETTING ON *YOU*!!

END

Stan Lee PRESENTS:

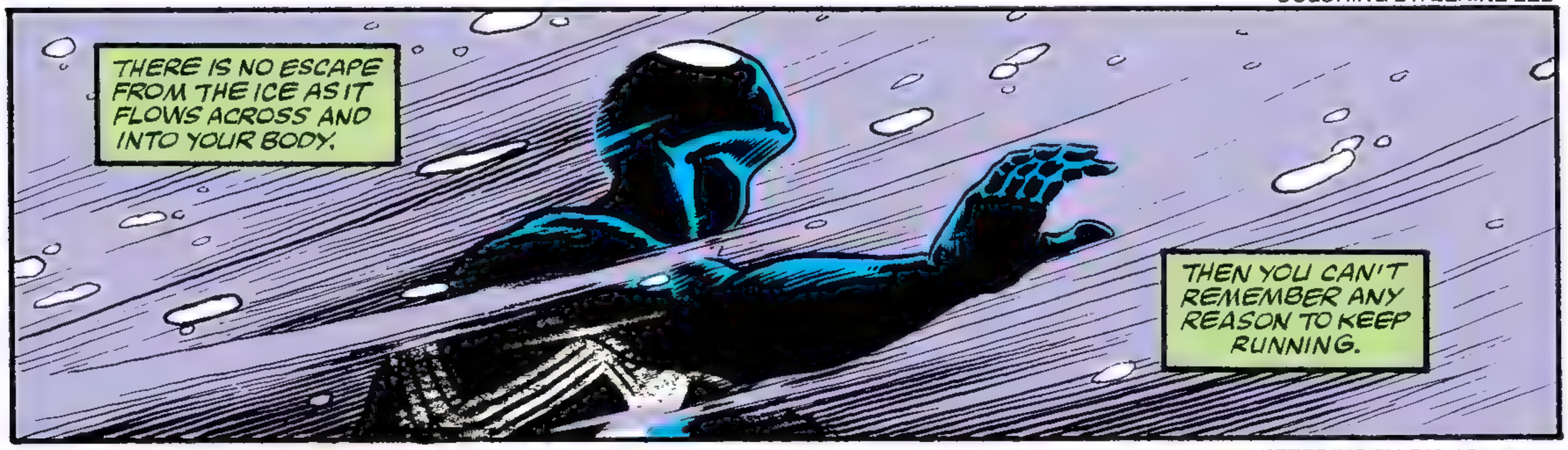
Cry of the Wendigo

YOU ARE RUNNING, AND IT IS COLD, VERY COLD.

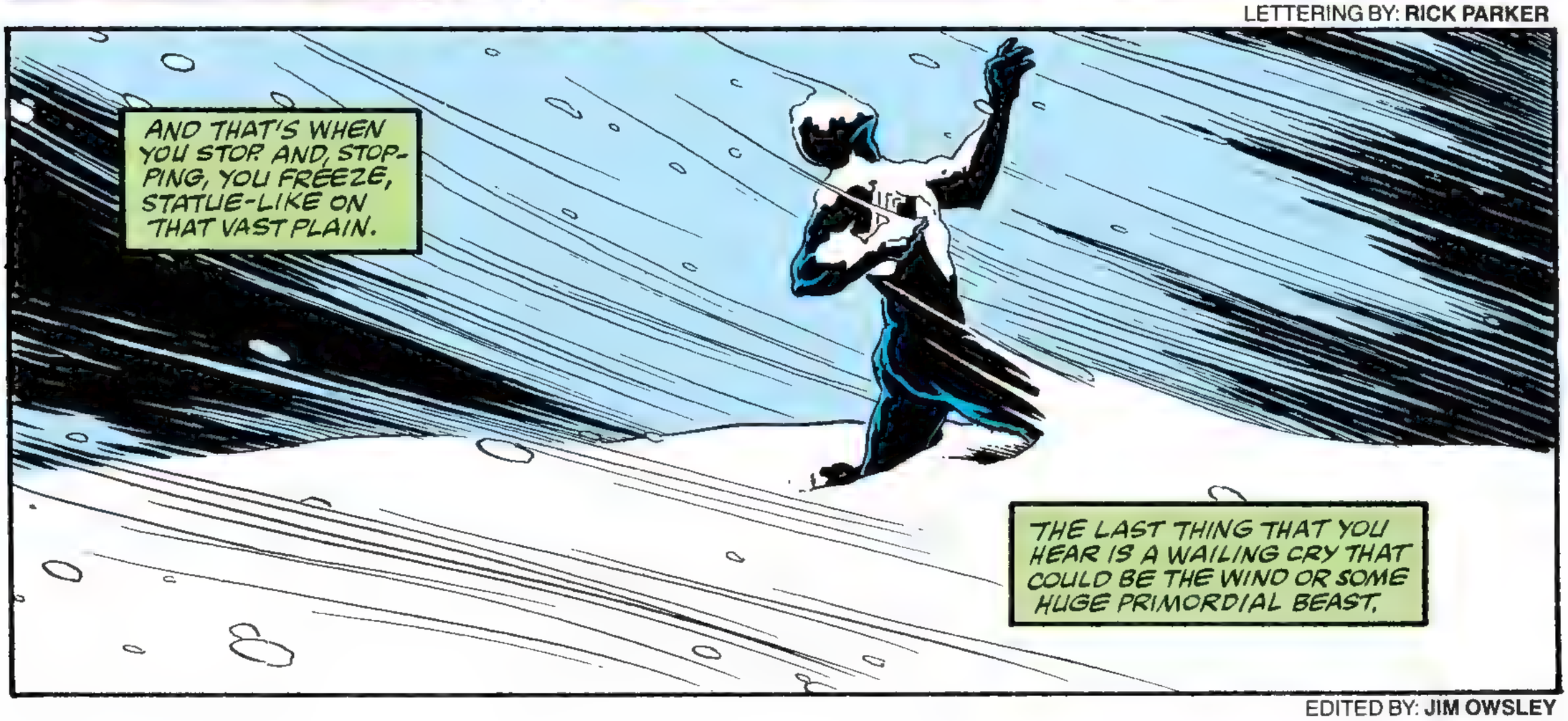


ART & SCRIPT BY: **CHARLES VESS**

COLORING BY: **ELAINE LEE**



LETTERING BY: **RICK PARKER**



EDITED BY: **JIM OWSLEY**

HAAA

FURTHER UPTOWN, NEAR CENTRAL PARK, THE SNOW IS FALLING ON NEW ARRIVALS TO THE CITY.

MOMMY... DADDY... IT'S JUST LIKE HOME!

THAT'S RIGHT, LITTLE LADY. THE SNOW FOLLOWED US ALL THE WAY DOWN HERE TO OUR NEW HOME.

WE'D BEST GO IN NOW... THE WIND IS PICKING UP.

JUST THEN...

DON'T NOBODY MOVE!

WHAT?!

YOUNG MAN, STOP THIS AT...

WHAP!

I SAID, NOBODY MOVE!

NOW JUST LISTEN AND DO WHAT WE SAY AND THE KID AIN'T GONNA GET HURT.

IN ABOUT AN HOUR WE'LL CALL YOU AND YOUR HUBBY. WE'RE GONNA WANT MONEY, LOTS OF IT, OR THE KID DON'T COME BACK! GET IT?

OKAY, GUYS, LET'S GET OUT OF HERE!

NO! STOP!

WON'T SOMEBODY PLEASE HELP US?!

WELL, SHE'S A REAL CUTIE, AIN'T SHE? LISTEN, KID. YOUR POPS IS GONNA MAKE US RICH MEN. YA KNOW THAT?

YEAH, AND IF *HE* CANT PAY UP, THE GOVERNMENT WILL. I HEAR THEY TAKE REAL GOOD CARE OF THEIR DIPLOMATS.

THIS IS A PIECE OF CAKE...

LET'S CUT THROUGH THE PARK, IN THIS WEATHER THE COPS WILL NEVER BE ABLE TO FOLLOW US THROUGH THERE.

AIN'T NOBODY GONNA FOLLOW US THROUGH THERE.

THUD!

IT'S THAT SPIDER-CREEP!

THIS'LL FIX HIM!

IN THE ICE AND SNOW THE VAN SWERVES OFF THE ROAD...

NO!

ICE ALL OVER THE ROOF... SUDDENLY SHIFTED... CAN'T GET A GRIP!

MY HEAD... SPINNING... GROGGY.

GOT TO GET HER OUT OF HERE BEFORE THE KIDNAPPERS COME 'ROUND.

DON'T BE AFRAID, LITTLE GIRL! I'M GOING TO TAKE YOU BACK TO YOUR MOTHER AND FATHER.

I'M NOT AFRAID, MR. SPIDER-MAN. I'VE SEEN YOUR PICTURE LOTS OF TIMES. YOU'RE NICE.

ARE THE BAD MEN DEAD NOW?

NO.

M' HEAD HURTS.

HEY, GUYS, WILLIE'S STUCK BEHIND THE WHEEL...

SHUT UP! FORGET ABOUT WILLIE! SPIDER-MAN'S GOT THE GIRL!

I NEED TO REST... CLEAR MY HEAD. IT'S STILL SPINNING ... CAN'T GET MY BEARINGS.

MUST REST... JUST FOR A MINUTE...

DON'T GO TO SLEEP, MR. SPIDER-MAN. MY MOMMY TOLD ME NEVER, NEVER TO FALL ASLEEP IN THE SNOW 'CAUSE OF THE WENDIGO.

THE WENDIGO IS BIG AND ALL MADE OUT OF ICE AND HE'LL GOBBLE YOU UP IF HE FINDS YOU OUT IN THE SNOW.

MY MOMMY SAID IN THE OLDEN DAYS THE INDIANS BACK HOME USED TO LEAVE THEIR SICK PEOPLE OUT IN THE SNOW FOR THE WENDIGO.

BUT YOU'RE NOT SICK ARE YOU, MR. SPIDER-MAN?

MY MOMMY SAYS...

SSHHH! I THINK THAT'S HIM.

HAWOOOO

CLACK! CLACK! CLACK! CLACK!

QUICK! THE WENDIGO IS COMING... PLEASE, LET'S GO!

NO... THAT'S NOT TH...

WHACK

HEY! YOU LOOK REAL HURT. NOW AIN'T THAT JUST TOO BAD?

GET UP, MR. SPIDER-MAN! GET UP!

SHUT UP, GIRLIE! HE'S GOT A LOT MORE HURTIN' COMIN' HIS WAY!

DIDN'T SEE THAT COMING... SPIDER-SENSE NEXT TO USE-LESS WITH MY HEAD SPINNING... AND THIS BLIZZARD...

LET'S GET THIS OVER WITH, I'M FREEZIN'!

YEAH, FREEZIN'!

OWWW! MY ARM...

MISTER, MY ARM HURTS!

YOU HEARD THE GIRL, MISTER...

YOU'RE HURTING HER ARM!

THWAK!

GOTTA PUT THESE GUYS DOWN... FAST...

POW!

DON'T HAVE A LOT OF STRENGTH LEFT.

HEAD'S STILL SPINNING... SPIDER SENSE USELESS.. NO SNAPPY PATTER HERE, WEBHEAD...

THUMP!

...THIS IS FOR KEEPS!

I'M COLD, MR. SPIDER-MAN, CAN YOU TAKE ME HOME NOW?

YES, LET'S GET OUT OF HERE.

LOOK... THE VAN.

STOP!

PULLED MYSELF OUT... FROM BE-HIND THE WHEEL... I THINK MY LEGS ARE BROKEN... BUT I'VE GOT THE GUN AND YOU'RE GONNA LISTEN TO ME...

THIS WEBBING WILL FIX THAT.

NOW! YOU LISTEN TO ME. I CAN'T CARRY YOU BOTH, SO RELAX...

THE POLICE SHOULD BE HERE BY NOW, I'LL SEND THEM BACK FOR YOU AND YOUR PALS.

NO! NOBODY GETS OUT OF HERE!

BUT BEFORE HE CAN USE HIS OTHER GUN...

WHA...

NOOOOO

THE RISING HOWL OF THE WIND SMOTHERS HIS CRIES FOR HELP.

AT THE EDGE OF THE PARK...

CHIEF, WE FOUND THREE OF THE MEN BY THE FOUNTAIN...

AND MY LITTLE GIRL?

WELL, WE LOCATED THE VAN. BUT THERE WAS NO SIGN OF YOUR GIRL OR THE OTHER KIDNAPPER.

NO NEED TO WORRY, MRS. ASKWITH, WHEN THIS SNOW LETS UP WE'LL FIND THEM.

POLICE

OKAY. THERE'S YOUR MOTHER AND FATHER... BY THOSE POLICE CARS.

THANK YOU, MR. SPIDER-MAN.

YOU BETTER GO STRAIGHT HOME AND DON'T LET THE WENDIGO CATCH YOU... `BYE, NOW.

MOMMY... DADDY!

MOMMY, THERE WAS A WENDIGO JUST LIKE YOU SAID AND I SAVED MR. SPIDER-MAN FROM HIM AND THEN SPIDER-MAN SAVED ME FROM THOSE BAD MEN AND THEN HE BROUGHT ME BACK TO YOU AND...

WELL, THERE'S MORE TO THIS THAN I CAN FIGURE. BUT I GUESS YOU FOLKS BETTER GO ON HOME.

THE CITY OF NEW YORK WISHES YOU THE VERY BEST FOR THE REST OF YOUR STAY.

LATER, BACK AT PETER PARKER'S APARTMENT...

SO, LITTLE GIRL, HE DIDN'T GET ME THIS TIME... ZZZZZZZZZZZZ

HAWOOO

MARVEL® 25TH ANNIVERSARY

© 1986 MARVEL COMICS GROUP

TM

75¢
278
JULY
CC 02457

APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN®

JUSTICE SERVED

Stan Lee PRESENTS:

SPIDER-MAN IN "IF This Be Justice--"

"THOMPSON, POPULARLY KNOWN BY HIS HIGH SCHOOL NICKNAME OF 'FLASH', WAS TAKEN INTO CUSTODY AFTER HIS BATTLE WITH SPIDER-MAN AND IS CURRENTLY BEING HELD WITHOUT BAIL."

"CLOSE FRIENDS OF THOMPSON'S PROFESSED ASTONISHMENT THAT THOMPSON WAS UNMASKED AS THE COSTUMED CRIMINAL 'HOBGOBLIN'! ONE ANONYMOUS SOURCE STATED, 'HE WAS ALWAYS AN ***OBNOXIOUS*** SON-OF-A-GUN, BUT THIS? ***WOW!***'"

"AND WOW TO YOU COMMUTERS. IT'S 8:45 AM HERE ON WNBC RADIO. IF YOU'RE NOT ALREADY AT WORK, YOU'D BETTER BE GETTING READY TO GO."

TOM DEFALCO -- *PLOT*
PETER DAVID
JO DUFFY -- *SCRIPT*
MIKE HARRIS -- *PENCILS*
VINCE COLLETTA -- *INKS*
PARKER & ROSEN -- *LETTERS*
J. FERRITER -- *COLORS*
JIM OWSLEY -- *EDITOR*
JIM SHOOTER -- *EDITOR IN CHIEF*

"AND IF SUPER-POWERED VILLAINS ARE YOUR CUP OF TEA, HERE'S AN ITEM OF INTEREST...A LOT OF THEM HAVE BEEN DYING LATELY."

"IN RECENT MONTHS, SUCH DISREPUTABLE CHAPS AS THE ENFORCER, MIRACLE MAN, MEGATAK AND THE MELTER HAVE BEEN BLOWN AWAY. BUT THAT'S *NOTHING* COMPARED TO A RECENT SLAUGHTER NEAR LAKE ERIE--"

"WHERE 17, MAYBE 18 BAD GUYS WERE MOWED DOWN. CAPTAIN AMERICA* IS REPORTED TO HAVE AN INTEREST. BUT AS FAR AS *THIS* DJ'S CONCERNED--"

*SEE CAPTAIN AMERICA #319, ON SALE NOW -- OWZ.

"WE SHOULDN'T BE SHEDDING ANY TEARS, RIGHT? KILLERS, MUGGERS, RAPISTS, AND MURDERERS DESERVE WHAT THEY GET, RIGHT?"

THERE. THE MASK FITS PERFECTLY.

"ALL THE BADDIES APPARENTLY WERE KILLED BY THE SAME TYPE OF WEAPON--A HIGH-POWERED GUN WITH ARMOR-PIERCING SHELLS...AND ALL AT CLOSE RANGE."

"POLICE BELIEVE EITHER THIS ALLEGED 'SCOURGE OF THE UNDERWORD' IS FRIENDLY WITH A LOT OF NASTIES..."

"OR ELSE HE'S A MASTER OF DISGUISE. THE MAIN QUESTION IS...

"WHO'S HIS NEXT TARGET? ANY GUESSES OUT THERE, LISTENERS?"

PLAY BUGLE BUCKS--WIN $$

DAILY BUGLE

HOBGOBLIN UNMASKED

PRINCESS DI HAS TIGER ATTACKS

AY BUGLE BUCKS-WIN $

DAILY BUGLE

HOBGOBLIN UNMASKED

RINCESS DI HAS
GER ATTACK

FLASH THOMPSON, OF ALL PEOPLE. AND *YOU* WERE THERE TO PHOTOGRAPH IT, PARKER.

AS ONE NEWS PHOTOG TO ANOTHER, PETE... CONGRATULATIONS. GOOD JOB.

THANKS, LANCE.

HARD TO FEEL GOOD ABOUT IT, THOUGH. ONE MOMENT I WAS FIGHTING HIM AS SPIDER-MAN...

AND THE NEXT I'M UNMASKING HIM AND PHOTO-GRAPHING HIM LIKE HE'S JUST ANOTHER BAD GUY...

INSTEAD OF ONE OF MY OLDEST FRIENDS.

PETER. GOOD. MR. ROBERTSON WOULD LIKE TO SEE YOU IN HIS OFFICE.

SURE, BETTY.

PETER PARKER'S GOT A REAL KNACK FOR GETTING SPIDER-MAN RELATED SHOTS. I SHOULD KEEP AN EYE ON HIM... MAYBE I'LL *PICK UP* SOMETHING.

LOOK, BETTY, I KNOW YOU AND FLASH WERE CLOSE. I'D LIKE TO --

TO *WHAT?* STAB HIM IN THE BACK, LIKE EVERY-ONE ELSE DID? YOU'VE TAKEN CARE OF THAT, THANK YOU.

IF YOU... OH, *FORGET* IT, PETER. IT'S NOT WORTH DISCUSSING.

GREAT. *I'M* NOT THE ONE WHO MADE FLASH INTO THE HOBGOBLIN. HECK, HE TRIED TO *KILL* ME.

SO WHY DO I FEEL LIKE I SHOULD BE TRYING TO HELP HIM?

HMM. ROBBIE HAS COMPANY... KATE CUSHING, THE CITY EDITOR, AND BETTY'S REPORTER-HUSBAND, NED LEEDS.

I WONDER IF NED'S CONTRIBUTING TO BETTY'S SURLY MOOD?

YOU WANTED TO *SEE* ME, MR. EDITOR-IN-CHIEF, SIR?

YES, PETER. FIRSTLY, NICE JOB ON THAT PHOTO. THAT'S PART OF WHAT THIS IS ABOUT.

KATE HERE HAD A THOUGHT WHEN NED MENTIONED THAT YOU AND FLASH WENT TO HIGH SCHOOL TOGETHER.

WHAT ROBBIE'S PUSSYFOOTING AROUND, PARKER, IS THAT WE WANT YOU TO CONDUCT AN *INTERVIEW* WITH FLASH THOMPSON. HIS LAWYER'S ALREADY OKAYED IT...

WAIT A MINUTE! I'M NO WRITER.

REWRITE CAN NURSE-MAID THE PIECE, PETE. ONLY THING IS, WE HAVE TO ALLOW FLASH'S LAWYER TO OKAY IT BEFORE IT'S PRINTED.

OF COURSE, WE CAN ALWAYS "FORGET" THAT PART OF THE DEAL, RIGHT, ROBBIE? *CRIMINALS* DON'T DESERVE ANY KIND OF PROMISES TO BE KEPT.

I MEAN, THOMPSON WAS *ALWAYS* AN *OBNOXIOUS* SON-OF-A-GUN, RIGHT? IT'S ABOUT *TIME* HE GOT WHAT HE DESERVES.

WHAT FLASH "DESERVES," NED IS *IRRELEVANT.* THE DAILY BUGLE HONORS ITS DEALS, UNDERSTOOD?

OKAY, ROBBIE, I'LL DO IT. SOMEONE *ELSE* WILL IF I DON'T... MIGHT AS WELL BE A SYMPATHETIC EAR.

I APPRECIATE THAT, PETER, BUT *DON'T* LOSE YOUR OBJECTIVITY. KATE WILL FILL YOU IN ON THE DETAILS.

NED, WHAT I SAID ABOUT OBJECTIVITY GOES FOR *YOU*, TOO. YOU SEEM TO HAVE SOME *VENDETTA* WITH FLASH, AND I'D LIKE TO KNOW WHY.

WITH ALL DUE RESPECT, ROBBIE...IT'S NONE OF YOUR BUSINESS. NOT AS LONG AS IT DOESN'T INTERFERE WITH MY JOB.

NOW IF YOU'LL *EXCUSE* ME, I HAVE BUSINESS ELSEWHERE.

HMM. NED USED TO BE SO EASY-GOING. SOMETHING'S CHANGED HIM.

I WONDER IF IT'S TIED IN WITH HIS AND BETTY'S MARITAL PROBLEMS?

PETER, NED, BETTY...EVERYONE UNDER SOME DEGREE OF STRESS. I JUST HOPE THINGS DON'T GET WORSE.

MEANTIME, AT PORT AUTHORITY BUS TERMINAL, A YOUNG ANGRY MAN DISEMBARKS FROM A BUS ...A YOUNG MAN WHO, DESPITE ROBBIE'S HOPES, IS GOING TO MAKE THINGS WORSE.

HIS NAME IS **BRIAN DEWOLFF.** *AND WE'LL RETURN TO HIM SHORTLY. BUT FIRST WE'LL CHECK BACK IN WITH...*

...PETER PARKER, THE AMAZING **SPIDER-MAN**, APPROACHING THE POLICE STATION WHERE FLASH IS INCARCERATED.

I'VE KNOWN FLASH FOR YEARS, AND HE'S BEEN CONSISTENT: A FREQUENT THORN FOR PETER PARKER, AND ONE OF SPIDER-MAN'S STAUNCHEST SUPPORTERS.

IN LATER YEARS WE BECAME **FRIENDS**... THEN RECENTLY, HE STARTED TO ACT ERRATICALLY--AROUND THE TIME THE HOBGOBLIN SHOWED UP.

HE BECAME INSANELY **JEALOUS** REGARDING ME AND HIS GIRLFRIEND SHA SHAN. AND THEN, ALL OF A SUDDEN, HE TURNED **HUMAN** AGAIN. ACTED LIKE MY PAL...EVEN CONVINCED ME THAT HE HAD ALWAYS HAD MY BEST INTERESTS AT HEART, EVEN WHEN HE MADE LIFE MISERABLE FOR ME IN HIGH SCHOOL.

AND I, LIKE A SAP, **BOUGHT** IT. BUT HE WAS SO CONVINCING. THEN AGAIN, PSYCHOPATHS USUALLY **ARE**.

SO, IF HE **IS** THE HOBGOBLIN--WHICH LOOKS LIKELY--THEN I DON'T OWE HIM ANYTHING, EXCEPT MAYBE A PUNCH IN THE MOUTH.

BUT I KEEP WONDERING, WHAT IF IT'S A SETUP? IF IT **IS**, THEN HOBGOBLIN'S RUNNING LOOSE AND I'M THE ONLY ONE WHO CAN HELP. SO EITHER I HELP FLASH, WHO MAY BE A MAJOR **ENEMY** OF MINE...

OR I STAY OUT OF IT AND LET FLASH ROT IN JAIL, AND PRAY I'M NOT MAKING A MISTAKE.

ARE YOU PETER PARKER?

WOW! WHAT A KNOCKOUT! I'LL BE ANYONE SHE **WANTS** ME TO BE.

YES.

I'M SHARON BANKS. FLASH'S ATTORNEY.

MY PLEASURE, MISS BANKS.

CALL ME SHARON.

OKAY. YOU, UHM, DON'T LOOK LIKE YOUR STANDARD PUBLIC DEFENDER, SHARON.

HMMM. THAT COP...

GOOD EYE. MY FIRM DOES **PRO BONO** AND LEGAL AID WORK SOMETIMES. THIS IS MY STINT, AND BOY DID **I** DRAW A WINNER.

THAT COP SET OFF MY SPIDER-SENSE. I WONDER WHY. MAYBE IT'S HIS GUN.

SURE. THAT'S *PROBABLY* IT.

SOON, IN AN INTERROGATION ROOM...

SO IS FLASH GOING TO PLEAD INNOCENT OR WHAT?

HE'S INNOCENT UNTIL PROVEN GUILTY, PETER. OR DIDN'T THEY TEACH THAT TO YOU AND FLASH IN SCHOOL?

FRANKLY, WE HAVEN'T *DECIDED*. BUT IF FLASH MAINTAINS HIS INNOCENCE, HE'LL NEED THE SUPPORT OF ALL HIS FRIENDS.

FRIENDS? HOW CAN I CALL SOMEONE WHO I THINK MAY HAVE TRIED TO BLOW ME TO BITS A *FRIEND*?

FRIENDSHIP STARTS WITH TRUST. I CAN'T TRUST FLASH. HOW CAN I *HELP* HIM? DO I *WANT* TO?

WHAT IF HE IS THE HOBGOBLIN, BUT ISN'T RESPONSIBLE FOR HIS ACTIONS? LIKE HIS PREDECESSOR, THE GREEN GOBLIN. THEN DOESN'T HE DESERVE MY AID?

JUST BLINK IF YOU'RE CONSCIOUS, PETER.

I WANT TO KNOW BEFORE YOU SEE HIM.. ARE YOU SYMPATHETIC TO FLASH'S CAUSE?

DO YOU WANT TO HELP HIM?

MINUTES LATER...

AND THE BROTHER SAYS, "MOM'S ON THE ROOF AND WE CAN'T GET HER DOWN!"

I DON'T GET IT.

JUST STICK THAT ID BADGE ON, PETER, AND GO THROUGH THE METAL DETECTOR.

THEY WANT TO MAKE SURE YOU'RE NOT SMUGGLING SOMETHING TO FLASH TO HELP HIM ESCAPE...LIKE A *PORSCHE.*

IF YOU HAVE A METAL PLATE IN YOUR HEAD, SPEAK UP NOW.

WHOA! I, AH, JUST REMEMBERED...I HAVE TO HIT THE MEN'S ROOM.

BE RIGHT BACK.

I DON'T GET IT.

ME NEITHER. HOW DID THE MOTHER GET ON THE ROOF?

NOW THAT COULD HAVE BEEN *REAL* EMBARRASSING...

MEN

WHEN I DESIGNED MY WEB SHOOTERS, I NEVER TOOK METAL DETECTORS INTO ACCOUNT.

MAYBE I SHOULD MAKE A PLASTIC SET OF SHOOTERS FOR TRAVEL, AND GOING TO VISIT IMPRISONED SUPER-VILLAINS.

NOW, NOW, MR. P..., REMEMBER WHAT YOU TOLD DENISE BOVE-WITH-THE-ACCENTED-E. YOU'RE GOING TO KEEP AN OPEN MIND.

IT'LL MATCH THE HOLE IN MY HEAD.

THERE. ALL MY CARTRIDGES AND WEB-SHOOTERS ARE WEBBED UP IN THIS SACK. NOW TO STASH 'EM.

BOY, I BET CAPTAIN AMERICA NEVER HAS TO GO THROUGH THIS.

UH OH.

SPIDER-SENSE WARNED ME JUST IN TIME. I'M NOT *ALONE* ANYMORE.

IT FEELS SO ODD BEING IN THIS POLICE STATION AGAIN. I HAVEN'T SET FOOT IN IT SINCE THE WHOLE SIN-EATER BUSINESS.

I SUPPOSE IT SHOULDN'T HAVE, BUT THAT WHOLE MESS SORT OF SOURED ME ON THE COPS. THAT'S HARDLY FAIR, THOUGH. YOU *CAN'T* GIVE UP ON THE POLICE...

HEAVEN HELP US IF THEY EVER GIVE UP ON US...

ELSEWHERE--

THERE IT IS. THE POLICE STATION WHERE MY SISTER WAS A CAPTAIN...

CAPTAIN JEAN DEWOLFF.

SHE WAS THE *BEST* COP I EVER KNEW. HONEST. DEDICATED.

LOOK AT THEM DOWN THERE. GOING ABOUT THEIR BUSINESS. THEY SHOULD BE MOURNING HER, BUT INSTEAD THEY'RE GOING ON AS IF NOTHING HAPPENED.

COPS! THEY MAKE ME SICK. IT WAS A COP WHO KILLED MY SISTER, BLEW HER TO PIECES.

AND MY FATHER WAS A TOP LEVEL COP. A CRAZY MAN WHO, FOR HIS OWN TWISTED PURPOSES, POSSESSED MY MIND AND PERVERTED MY POWERS...

THE POWERS OF--

--THE WRAITH!

THEY TOOK THE ONLY GOOD COP AMONG THEM AND DESTROYED HER, LIKE THEY ALMOST DESTROYED *ME*. BUT I'M GOING TO GET THEM FOR WHAT THEY DID TO HER. TO *US*.

THE SIN-EATER, A COP, TOOK HER *AWAY* FROM ME. HE THOUGHT, SINCE I WAS OUT IN CALIFORNIA, I WOULDN'T FIND OUT. BUT I *DID*!

AND NOW THE WRAITH, A HERO, IS GOING TO GET BACK SOME OF WHAT WAS *TAKEN* FROM HIM. AND I'M GOING TO GET IT IN BLOOD!

BRIAN DEWOLFF. A YOUNG MAN. A HEROIC MAN. DRIVEN NOW BY DEMONS ONLY HE CAN SEE. HIS SISTER WAS A TOUCHSTONE FOR REALITY. WHEN HE LOST HER, HE LOST...

EVERYTHING. I'VE LOST EVERYTHING, PETE.

I'VE LOST SHA SHAN, BETTY, MY FREEDOM...

NOTHING MAKES *SENSE* ANYMORE. ME, SPIDEY'S BIGGEST FAN, ACCUSED OF BEING HIS ENEMY. AND THE ONLY ONE WHO STANDS *BY* ME...

IS THE GUY I *USED* TO CALL "PUNY PARKER".

I'VE BEEN THINKING A LOT ABOUT WHAT YOU SAID ABOUT THE "PUNY" DAYS, FLASH. HOW I BROUGHT ALL THE TEASING ON MYSELF.

MAYBE I *WAS* STANDOFFISH IN THOSE DAYS. PERHAPS I COULD HAVE TRIED MORE TO BE PART OF THE GROUP.

THAT DOESN'T CHANGE THE FACT THAT YOU MADE LIFE *MISERABLE* FOR ME. WHATEVER YOUR MOTIVES, IT WAS *STILL* INEXCUSABLE.

AND I WANT YOU TO REMEMBER ONE MORE THING...

THE DAY WE BOXED IN HIGH SCHOOL... I PUNCHED YOUR LIGHTS OUT.

NO. I CAME HERE TO SAY THAT MAYBE NEITHER OF US IS A PRIZE PACKAGE. MAYBE WE OWE IT TO EACH OTHER TO PUT ASIDE ALL THE STUFF FROM THE PAST--AND WORK TOGETHER TO GET YOU OUT OF THIS MESS. 'CAUSE THE BOTTOM LINE IS...WE'RE *FRIENDS* NOW.

THANKS, PETE. I *MEAN* IT. SO... LET ME TELL YOU WHAT'S HAPPENED.

JUST LUCK.

SO IS THAT *IT*? YOU CAME HERE TO *GLOAT*?

BUT I JUST WANT TO SAY... I'M GLAD YOU'RE REALLY INTERESTED IN HELPING ME, AND NOT JUST GETTING A STORY FOR THAT RAG YOU WORK FOR. RIGHT, PETE?

RIGHT?

AN HOUR LATER--

HEY, JACK! HOW MANY DAYS DOES THIS MAKE?

THIRTY-SIX, BERT. THIRTY-SIX DAYS WITHOUT A CIGARETTE.

IT ONLY GETS EASIER. LOOK-- MY HAND BARELY TREMBLES NOW.

WISH I HAD YOUR WILL POWER, JACK BRENNAN.

GETTING THE WILL POWER WAS EASY-- AFTER I SAW MY LUNG X-RAYS.

MEN

IT FEELS *GOOD*, THOUGH. I FEEL LIKE I CAN BREATHE EASIER-- THAT DEATH ISN'T CREEPING UP ON ME.

SO FLASH DOESN'T KNOW *HOW* HE GOT TO WHERE HE WAS, OR *HOW* HE GOT INTO THE HOBGOBLIN'S SUIT, OR WHERE ALL THE EVIDENCE THAT WAS IN HIS APARTMENT *CAME* FROM.

THAT'S IT. FLASH CLAIMS HIS MIND IS A COMPLETE BLANK.

WORKS FOR ME.

DON'T FORGET-- I WANT TO SEE THAT ARTICLE BEFORE IT SEES PRINT.

YOU BET, SHARON. I'LL BRING IT TO YOU MYSELF.

DOWN, BOY. REMEMBER YOUR RELATIONSHIP WITH MARY JANE, BIZARRE AS THAT MAY B--

HOLY COW! IT'S THAT SAME COP, SETTING OFF MY SPIDER-SENSE AGAIN. WHAT IS IT WITH HIM?

WHAT'S ON HIS IDENTIFICATION TAG--?

MEN

OFFICER JACK BRENNAN. GUESS HE'S ON THE UP AND UP, BUT I STILL SENSE *DANGER* FROM HIM.

MAYBE I SHOULD SLUG HIM, JUST IN CASE.

GOOD IDEA. RIGHT AFTER THAT I'LL KICK A FIREMAN. OH, *BROTHER*...

SWELL, I HAVE COMPANY. CAN'T RETRIEVE MY WEB-SHOOTERS UNTIL I'M ALONE. GUESS I'LL JUST HANG OUT.

OOOOOHH...

JEEZ! MISTER, ARE YOU OKAY?! WHAT HAPPENED?

BEAT... BEAT ME UP. TOOK... I.D.

HE *WAS* FAKE!

NUTS!

THIS GUY JUST COMING AROUND MUST BE JACK BRENNAN. HE'LL BE FULLY CONSCIOUS IN A COUPLE OF MINUTES... BUT WHO KNOWS WHERE THE IMPOSTER WILL BE BY THEN?!

ONLY ONE THING TO DO...

AND HE DOES IT...

GOT MY WEB SHOOTERS GOT MY CLOTHES WEBBED TO MY BACK-- I'M SET.

BUT *NOW* WHAT? I CAN'T JUST GO DASHING THROUGH THE POLICE STATION. I'LL HIT TOO MANY *INTERRUPTIONS.*

WHICH GIVES ME *ONE* OPTION. I'LL STAY UP HERE IN THE CEILING FRAMEWORK...

... GO THROUGH THE AIR DUCTS...

...AND PRAY THAT MY SPIDER-SENSE WILL BE ABLE TO PICK HIM OUT.

THIS IS NUTS! I'M REACTING TO EVERYTHING... ELECTRICAL WIRES, SERVICE REVOLVERS, PRISONERS IN CELLS...

THERE'S DANGER *EVERYWHERE!* I'LL NEVER...

WAIT!

YEAH?

MR. THOMPSON?

WHOA! I MUST BE GETTING CLOSE... MY SPIDER-SENSE IS SUDDENLY TINGLING LIKE CRAZY!

WH-WH-WHAT ARE YOU DOING?

WH-WHY--?

I HAVEN'T DONE ANYTHING!!

I SWEAR..

JUSTICE IS--

SPIDER-MAN!

UH-UHN, CHUCKLES. NOT NICE.

TILL THE COURTS DECIDE THE MAN'S GUILTY, HE'S GOT NOTHING TO BE PUNISHED FOR!

NOW, PUT THE GUN DOWN!

DIDN'T ANYBODY EVER TELL YOU IT'S NOT POLITE TO POINT?

WHEN I WAS IN HIGH SCHOOL, SPIDER-MAN WAS MY HERO... AND NOW HE'S SAVED MY LIFE...

...EVEN THOUGH HE KNOWS WHAT I'M HERE FOR!

WHAT'S GOING ON HERE?

SPIDER-MAN... ASSAULTING ONE OF THE UNIFORMED MEN!!

SWAT COPS!* THIS CAN'T LOOK GOOD TO THEM.

AND SINCE I DOUBT THEY'RE GOING TO LET ME EXPLAIN... OR LISTEN IF FLASH TRIES TO TELL THEM WHAT'S REALLY GOING ON HERE...

*SPECIAL WEAPONS AND TACTICS--OWZ.

PUT HIM DOWN AND BACK AWAY SLOWLY, OR--!

=OOF!=

...I GUESS I'D BETTER JUST FIND MY OWN WAY OUT.

TRUST ME, FELLAS. THIS ISN'T WHAT IT LOOKS LIKE!

I WAS JUST LOOKING FOR THE EXIT.

GANGWAY! COMING THROUGH! ONE SIDE, PLEASE!

GET HIM, MEN!

I'M NOT GONNA GET HIM. YOU GET HIM!

YOU FIRST!

NO, YOU!

TRUST ME...

...I'M REALLY A NICE GUY ONCE YOU GET TO KNOW ME!

YOU'D HATE YOURSELF TOMORROW IF YOU INJURED YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!

AND I'D FEEL EVEN WORSE IF SOMETHING HAPPENED TO ONE OF THEM...

I'LL HAVE TO WATCH MYSELF AND ONLY USE A FRACTION OF MY STRENGTH.

THEY'RE OCCUPIED WITH SPIDER-MAN FOR NOW... BUT THOSE POLICE HAVE CUT OFF MY ESCAPE ROUTE!

I'LL HAVE TO IMPROVISE ANOTHER ONE!!

THE HOBGOBLIN CAN WAIT TILL ANOTHER DAY!

NOW, IF I'M CORRECT, THIS BOX CONTROLS THE DOORS OF THE CELLS OF THE RANK-AND-FILE PRISONERS, AND--

--AH!

WHAT'S GOING ON?

ATTENTION ALL OF YOU MEN! I AM THE SCOURGE OF THE UNDERWORLD!

NO DOUBT YOU HAVE HEARD OF ME...

...AND OF WHAT I DO TO YOUR KIND.

NOW BEGONE. QUICKLY. OR I'LL DO IT TO YOU.

I'M GONE!

I'M OUTTA HERE!

I'M HISTORY!

WAIT UP!

HEH-HEH.

GET HIM!!

UH-OH!

MOTHER!

GUESS I'LL JUST LET THEM SETTLE THIS AMONG THEMSELVES.

WHERE DID THEY COME FROM?

YOU KNOW WHERE THEY CAME FROM. WE'RE GONNA HAVE TO PUT THEM ALL BACK!!

UH-OH... REIN-FORCEMENTS FOR THE GOOD GUYS... AND THEY BROUGHT TEAR GAS!

OKAY, EVERYONE! PUT UP YOUR HANDS!

=AGHCK!=

THUS ENDETH THE RIOT...

OF COURSE, THAT GAS CAN'T DO MUCH TO ME IF I HOLD MY BREATH, GET OUT OF HERE FAST...

...AND MAKE SURE ANY COP WHO TRIES TO STOP ME GETS A GOOD WHIFF OF IT!

THERE'S NOTHING TO CRY ABOUT! YOUR GAS MASK IS FINE...

...EXCEPT FOR THE FACT THAT YOU'RE NOT WEARING IT ANYMORE!

EXIT THE SUPER HERO, STAGE RIGHT...

...IN PURSUIT OF THE NUTCASE!

I SENSE TERROR FROM THIS BUILDING-- PANIC, CONFUSION AND FEAR!

NOW IS THE TIME!

NOW THEY'LL ALL FEEL THE POWER OF THE WRAITH!

HEY, BUDDY, WHAT ARE YOU DONE UP FOR?

IT'S YOU WHO'S DONE FOR...

YOU AND EVERYONE LIKE YOU... RESPONSIBLE FOR MY SISTER'S DEATH!!

=YEARGHK=

I HAVE HEARD ENOUGH--

--TO KNOW THAT MY TRIP HERE HASN'T BEEN WASTED AFTER ALL!

AND WHO ARE YOU?!

I AM THE SCOURGE!

LEARN MY NAME...

...AND DIE!

JUSTICE IS SERVED!!

WHAT IN--?

IT'S JEAN DEWOLFF'S BROTHER, BRIAN--THE WRAITH... *DEAD!*

HE MUST HAVE BEEN ATTACKING THAT COP, AND BEEN INTERRUPTED BY...

BLAST! THE KILLER GOT AWAY AGAIN... LEAVING HIS PHONY IDENTITY BEHIND HIM!

HALT! DON'T MOVE, SPIDER-MAN. EXPLAIN YOURSELF, *NOW!*

OH, NO. WE'VE TALKED ENOUGH ABOUT ME... YOU'RE FAR MORE INTERESTING THAN I AM!

I WANT TO HEAR ALL ABOUT YOU--

--*NEXT* TIME!

'BYE!

COME BACK HERE, YOU!!

DARN IT ALL! I, OF ALL PEOPLE SHOULD REMEMBER WHAT IT'S LIKE TO BE CONDEMNED ON THE STRENGTH OF CIRCUMSTANTIAL EVIDENCE!

FLASH COULD HAVE BEEN KILLED TODAY FOR WHAT PEOPLE THINK HE IS... AND HE MAY BE TELLING THE TRUTH!

HE'S MY FRIEND...

...AS LONG AS THERE'S THE SLIGHTEST DOUBT AT ALL, I'VE GOT TO STAND BY AND PROTECT HIM.

THAT'S WHAT FRIENDSHIP IS ALL ABOUT!

YOU SEEM MOST ABSORBED IN THE EVENING PAPER... NOTICED A NEWS ITEM WHICH I'M SURE MUST HAVE INTERESTED YOU.

WHICH ITEM WAS THAT, ROSE?

THAT A CERTAIN THORN WAS NEARLY PLUCKED FROM THE SIDE OF OUR CITY AUTHORITIES... AND OF SPIDER-MAN...

AND WHO MIGHT THAT HAVE BEEN?

DAILY BUGLE
HOBGOBLIN UNMASKED!

FLASH THOMPSON -- THE MAN CURRENTLY BELIEVED TO BE THE HOBGOBLIN -- WAS ALMOST MURDERED IN HIS CELL.

ALMOST. WHAT A PITY. IF HE HAD DIED, I COULD HAVE MOVED ABOUT WITH A LOT OF FREEDOM...

...UNTIL PEOPLE REALIZED I WAS STILL AT LARGE.

PLAY BUGL
DAILY
HOBGOBL

INTERESTING. AND TELL ME... WHAT MADE YOU LIGHT UPON THOMPSON AS YOUR CATSPAW IN THE FIRST PLACE?

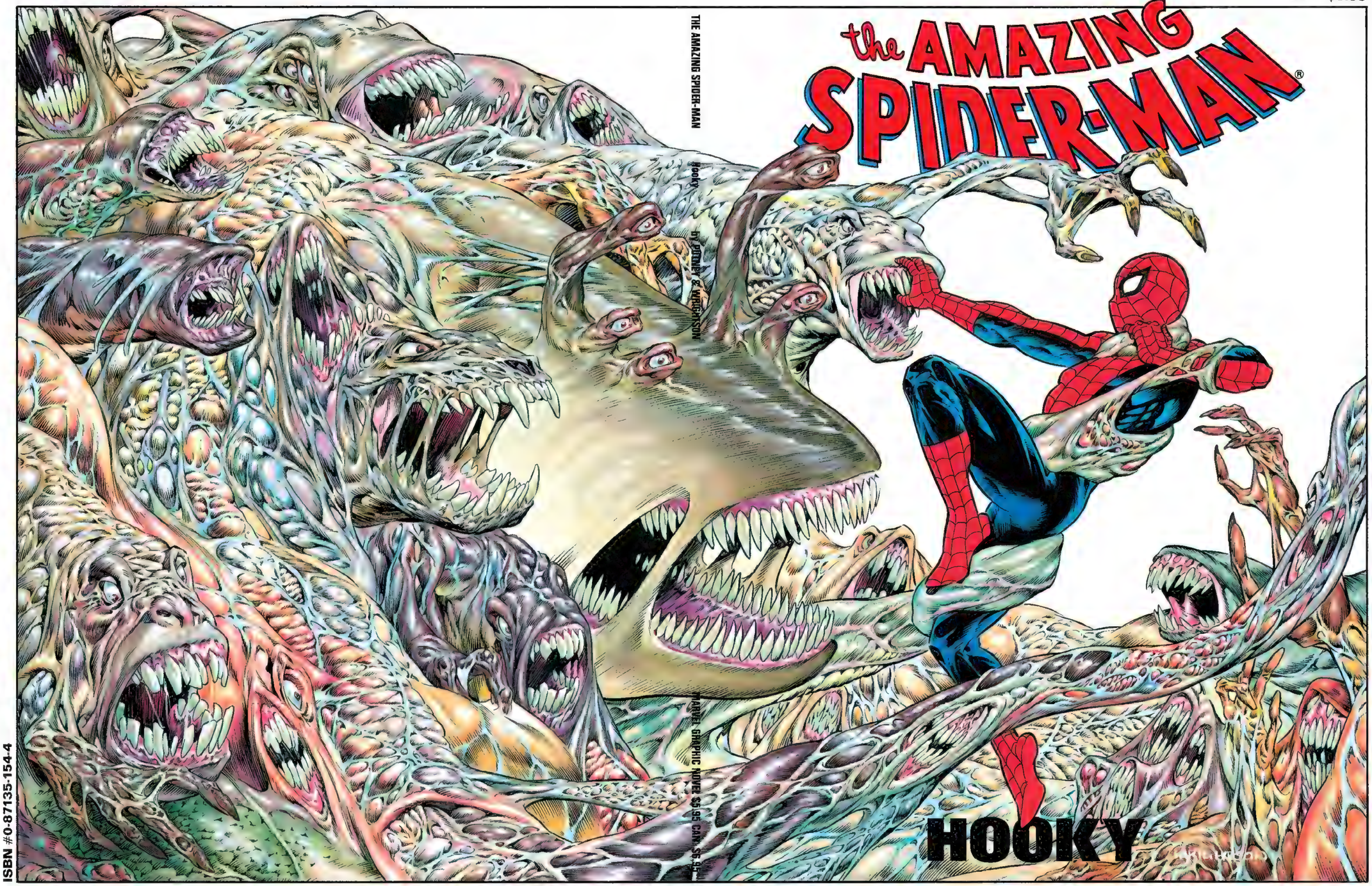
WHY THOMPSON?

WHY NOT?

HAHAHAHAHAHAHAHAHA

MARVEL® GRAPHIC NOVEL

$5.95
CAN. $6.95



ISBN #0-87135-154-4

by SUSAN K. PUTNEY & BERNI WRIGHTSON

Stan Lee PRESENTS:

A MARVEL® GRAPHIC NOVEL

the AMAZING SPIDER-MAN®

IN

HOOKY

Written by
Susan K. Putney

Illustrated by
Berni Wrightson

Colored by
Berni Wrightson & Michelle Wrightson

Lettered by
Jim Novak

Editors
Archie Goodwin,
Margaret Clark & Daniel Chichester

Consulting Editors
Tom DeFalco & James Owsley

Editor In Chief
Jim Shooter

OTHER GRAPHIC NOVELS FROM MARVEL® AND EPIC COMICS®

Death of Captain Marvel • Jim Starlin
Elric • Roy Thomas & P. Craig Russell
Dreadstar • Jim Starlin
The New Mutants • Chris Claremont & Bob McLeod
The X-Men • Chris Claremont & Brent Anderson
Star Slammers • Walt Simonson
Killraven • Don McGregor & P. Craig Russell
Super Boxers • Ron Wilson with John Byrne & Armando Gil
Futurians • Dave Cockrum
Heartburst • Rick Veitch
Void Indigo • Steve Gerber & Val Mayerick
Dazzler: The Movie • Jim Shooter, Frank Springer & Vince Colletta
Starstruck • Elaine Lee & Michael Wm. Kaluta
Swords of the Swashbucklers • Bill Mantlo & Jackson Guice
The Raven Banner • Alan Zelenetz & Charles Vess
The Aladdin Effect • Jim Shooter, David Michelinie,
Greg LaRocque & Vince Colletta
Revenge of the Living Monolith • David Michelinie,
Marc Silvestri & Geof Isherwood
The Sensational She-Hulk • John Byrne with Kim DeMulder & Petra Scotese
Conan the Barbarian in The Witch Queen of Acheron • Don Kraar,
Gary Kwapisz & Art Nichols
Greenberg the Vampire • J. M. DeMatteis & Mark Badger
Marada the She-Wolf • Christopher Claremont & John Bolton

published by
THE MARVEL COMICS GROUP
387 Park Avenue South
New York, NY 10016

ISBN: 0-87135-154-4

HEY, HURRY UP! MY TOES'RE FROZE!

NO KIDDIN'? IS IT COLD OUT, KENNY? SHADDUP AN' GIMME THE HAMMER!

BITTER JANUARY, 11:00 PM...

YOU BROUGHT A HAMMER FOR A METAL DOOR? OH, JEEZ, JASPER...YOU'RE A REAL BEAUT!

YEAH? HOW'D YA LIKE THIS HAMMER WHERE THE SUN DON'T SHINE?

LISSEN, JERK, ANOTHER CRACK LIKE THAT AN'--

YER MOTHER CHASES CARS, DUKE!

COM'N, GUYS! SOMEBODY'LL--

NOBODY ASTCHA, DORK!

WHAP

WHADDAYA...? KENNY DIDN'T DO NOTH--

--GNNG!

NOW WISE UP AN' TOE THE LINE, BOTH OF YA!

THUD!

I'LL WISE YOU UP, BIG SHOT!

THAT'S IT, KENNY! YOU HOLD 'IM AN' I'LL--

MY HEROES! IN PERSON... LARRY, MOE, AND CURLY! AND ME WITHOUT MY AUTOGRAPH BOOK!

HEY! I THINK THAT'S SPIDER-MAN!

YOU CAN KNOCK OFF THE STRAIGHT LINES, LARRY. I'VE JOINED WISEACRES ANONYMOUS.

YER RIGHT, JASP! THAT IS SPIDER-MAN!

WHAT'S HE DOIN' HERE... HASSLIN' US? HE OUGHTTA BE PICKIN' ON TH' KINGPIN OR SOME OTHER REAL HOTSHOT!

WE'RE JUST SMALL FRY... TRYIN' TO EARN A LIVIN'... LEAVE US ALONE!

BAD ARGUMENT, MOE.

I LEFT A BURGLAR ALONE ONCE. YOU WOULDN'T BELIEVE WHAT IT COST ME.

AN' HE'S TAKIN' IT OUTTA OUR HIDES, DUKE! YA SHOULDN'T HAVE STIRRED 'IM UP!

BUT LONG AS HE AIN'T PAYIN' ATTENTION TO ME...

SPIDER-SENSE, CURLEY! I NEVER LEAVE HOME WITHOUT IT.

WHUNK

BLASTED ALLEY...! WHAT'S GOIN ON THIS TIME? ALWAYS SOME KINDA COMMOTION OUT TH--HIM!

T-THAT...WEBSLINGER GUY! ONE THEY'RE ALWAYS TALKIN' ABOUT ON THE NEWS!

WHY'S HE HAFTA MESS AROUND UNDER MY-- WHAT'S THAT CLICKIN'?! SOUNDS JUST LIKE--

--A CAMERA!

S-STAY BACK--

EXPENSIVE TOO, FROM THE LOOK OF IT. ELMER MURCH... IT'S YER LUCKY DAY!

I DON'T CARE HOW STRONG YA ARE, SPIDER-FREAK--

WEB GUY MUST'VE CAUGHT TH' PUNKS BOOSTIN' IT, GLUED IT UP OUTTA THEIR REACH--

--BUT NOT MINE! LEMME JUST-- =UNGHH!= GUNK'S STRONG...HARD T'PULL...!

--YOU CAN'T HIT ME THROUGH THIS GARBAGE CAN LID!

SKRONK!

CUT IT...THAT'S THE TICKET! TRUSTY OL' SURVIVAL KNIFE'LL SLICE IT--

LIKE--

HOT--

BUTTER--

MAYBE MY TRUSTY OL' WIRE CUTTERS ARE TH' TICKET!

BACK OFF OR EAT SNOW, VARMINT!

SPLAAT

SAY! BUTT OUT, BRAT! CAMERA WAS STUCK BY MY WINDOW--

--GIVES ME, LIKE, SALVAGE RIGHTS! SCRAM BEFORE I POP DOWN AN' KICK YER LITTLE TAIL!

NOBODY GETS THE CAMERA BUT THE ONE WHO LEFT IT THERE!

WHAP

THAT TEARS IT, YA SELF-RIGHTEOUS TWERP! I'M COMIN' DOWN TO--

MAKE YOURSELF AN EVEN EASIER TARGET...?

PLINK

BONK

A GOOD GENERAL KNOWS WHEN HE'S OUT-GUNNED.

PROBABLY YOU'RE NOT A GOOD ANYTHING, BUT DISAPPEAR AND WE WON'T PRESS IT.

YOU GOT A MEAN THROW, KID. I MIGHT'VE LOST A CAMERA WITHOUT IT.

I'VE HIT A CAT AT THIRTY PACES...FROM A MOVING BICYCLE. NO BIG DEAL. GIVE YOUR UNCLE BEN A HUG FOR ME AND WE'LL CALL IT EVEN.

WH-WHAT...? GIVE WHO A HUG?

TAKE IT EASY. I WON'T BLOW YOUR COVER--

--BUT YOUR AURA STICKS OUT LIKE A SQUARE APPLE! WORRY RIPPLES ALL OVER IT!

MARANDI SJOROKKER. MANDI. YOU DON'T REMEMBER? ANYWAY, I'M JUST IN TOWN TO PICK UP SOME STUFF TO USE AGAINST THE TORDENKAKERLAKK.

WHO ARE YOU?

I KNEW IT... SPIDER-MAN!

HOLD ON. WHAT'S A...TORKAKER--

TORDENKAKER-LAKK. NOT EXACTLY IN YOUR LEAGUE. CHECK WITH STRANGE. OR COME HELP, THAT'D BE GREAT! GIVE YOU A BREAK--

--LIKE A VACATION. IF YOU WANT, MEET ME HERE IN THE MORNING, SIX-THIRTY.

WAIT! YOU DIDN'T SAY HOW YOU--

TOMORROW. GOTTA GO.

S-SHE'S ...GONE!

FORGET YOUR FANS. WE FOUND THAT GUY YOU CHASED WEBBED TO HIS CAR, BUT WE NEED ANSWERS ABOUT--

JUST... VANISHED!

HER NAME DOESN'T RING A BELL--

YET SHE MENTIONED UNCLE BEN! HOW ON EARTH--?!

HEY!

COME BACK HERE! THAT'S A POLICE ORDER!

HE IS BEYOND LISTENING. THE OFFICERS WILL SHORTLY DISCOVER THE BATTERED WAREHOUSE DOOR, THE HAMMER USED UPON IT, AND THEIR QUESTIONS WILL BE ANSWERED... UNLIKE THOSE SWEEPING THROUGH THE MIND OF PETER PARKER...

...MAKING HIM MOMENTARILY FORGET THE STINGING NIGHT WIND, SHARP WITH THE PROMISE OF SNOW.

WORRY RIPPLES, HUH? WHO IS THAT GIRL? SHE CAN'T BE MUCH MORE THAN TWELVE. DID I KNOW ANY FRECKLED BLONDE SIX YEAR OLDS WAY BACK THEN? SOME NEIGHBOR? DID SHE REALLY KNOW UNCLE BEN?

SHE SEEMS TO KNOW DOC STRANGE. I'VE OFTEN SUSPECTED HE HAD A HANDLE ON MY REAL IDENTITY... COULD SHE HAVE TRICKED IT OUT OF HIM? THINK I'LL VISIT THE OL' SORCERER SUPREME--

--BUT FIRST I'LL MAKE SURE HE'S NOT IN BED.

WHO NEEDS A GUY WITH HIS POWERS WAKING UP CRANKY?

AH...NEW YORK LIVING! OKAY, BUNKY... IF YOU CAN SNOOZE WITH THE SMELL IN HERE, I'LL TRY TO WORK AROUND YOU!

WONG...? IT'S SPIDER-MAN. I NEED TO SEE DOCTOR STRANGE AS SOON AS-- HE'S NOT? WELL, CAN YOU TELL ME IF HE KNOWS A *MARANDI SJÖROKKER*? DON'T ASK ME TO SPELL IT!

SHE'S A KID, MAYBE A MAGICIAN. CLAIMS SHE CAN SEE MY...UH...AURA. SO --YOU DON'T.

OKAY, FOR A QUICK STRIKE THREE, WHAT'S A *TORDENKAKERLAKK*?

SOUNDS LIKE ANCIENT KANDRAN FOR "CHEESE EATER"--

KEEP IT CLEAN

--OR SOMETHING THE SWEDISH CHEF'D SAY ON THE OLD MUPPET SHOW? THANKS ANYWAY, WONG.

NEVER FIGURED THE DOC'S RIGHT HAND GUY FOR A TUBE WATCHER... OR A SENS'A HUMOR. THE SWEDISH CHEF! WELL, WHEN, STRANGE IS OFF IN SOME MYSTIC DIMENSION, MAYBE WONG'S ENTITLED TO RELAX--

WAIT!

I REMEMBER A SWEDISH FAMILY IN OUR NEIGHBORHOOD BEFORE POOR UNCLE BEN-- NO! NOT SWEDISH... NORWEGIAN.

CAN'T RECALL THEIR NAME... AUNT MAY IS AWAY 'TIL SUNDAY EVENING...

BUT I MIGHT BE ABLE TO DOPE SOMETHING OUT RIGHT HERE AT HOME.

YECH! BOOTS ARE A SOGGY MESS! I DON'T WANT TO BE SPIDER-MAN THIS WEEKEND! I WANT TO DRINK HOT TODDIES, WATCH TV...

MIGHT SMOOTH OUT SOME OF THOSE WORRY RIPPLES...

AAAH, WHAT'S A KID KNOW ABOUT IT ANYWAY...? RESPONSIBILITY.

SO! GOT ALL KINDS OF TRANSLATION GUIDES FROM THAT SEMESTER I DID SCIENCE TUTORING WITH EXCHANGE STUDENTS. IF MY *NORWEGIAN* THEORY IS CORRECT, I SHOULD BE ABLE TO--

"TORDEN" IS THUNDER. LET'S SEE IF "KAKERLAKK" IS ANY--

"COCKROACH." *THUNDER COCKROACH*?! IT'S LESS UNLIKELY THAN "CHEESE EATER," B-BUT... WHAT'S THIS KID *INVOLVED* IN?

PRE-DAWN. BREATHLESSLY QUIET.

IT'S 6:40. WHERE IS SHE? I CAN THINK OF HALF A DOZEN OTHER THINGS I SHOULD BE DOING. OF COURSE, I'M ALWAYS SHOVING THE REST OF MY LIFE ASIDE TO BE SPIDER-MAN.

EVEN SIMPLE PLEASURES LIKE SUNDAY DINNER WITH AUNT MAY. BLOWN IT TWICE NOW BECAUSE SOMETHING CAME UP WHILE I WAS OUT PATROLLING. SURE AS TAXES, SOME WEIRDNESS'LL START THIS SUNDAY JUST BEFORE MEAL TIME.

LIKE THE KID! THOUGH NO WONDER SHE ISN'T HERE... MUST BE FIVE BELOW.

NOBODY IN THEIR RIGHT MIND WOULD BE HERE NOW!

HI, PETEY!

WHA--?

IF YOU'RE ON MY SIDE, KID, NEVER CALL ME THAT IN PUBLIC.

HEY. JUST CHECKING. WASN'T SURE IF I REMEMBERED IT RIGHT.

GREAT.

SORRY I'M LATE, BUT I HAD A SHOPPING LIST SIX PAGES LONG. FOR A WORLD WHERE MAGIC ISN'T MUCH BELIEVED--

--YOU CAN FIND A LOT OF POWERFUL STUFF IF YOU KNOW WHERE TO LOOK.

WELL, I DID SOME LOOKING ABOUT YOU, KID. I LEARNED YOUR LAST NAME MEANS "SPINDRIFTS"--SEA SPRAYS--OR MAYBE "SPINDRIFTER"--

BUT WHAT I REALLY NEED TO KNOW IS--

THIS IS NO PLACE TO TALK. C'MON, LET'S GET OUT OF THIS DEEP FREEZE.

HOLY--! MANDI... THERE WAS NO DOOR HERE LAST NIGHT!

YEP. THAT'S MY HANDIWORK. PUN INTENDED. SPINDRIFTER'S PORTABLE DOORS ARE THE BEST IN THREE UNIVERSES...AND A FEW ODD CORNERS.

DON'T BE SCARED--

--LOOK INSIDE.

I'M NOT SCARED, I JUST--

OH.

A HALF-FORGOTTEN SCENT FLOWS FROM THE OPEN DOOR...

SPRING, AS IT FELT WHEN PETER PARKER WAS EIGHT YEARS OLD: A SWEETNESS IN THE AIR AND SUMMER VACATION ALMOST CLOSE ENOUGH TO TOUCH.

M-MARANDI SJÖROKKER... WHO ARE YOU...? HOW DO YOU KNOW ME...?

YOU REALLY DON'T REMEMBER? I USED TO DELIVER NEWSPAPERS TO YOUR HOUSE WHEN YOU WERE ABOUT FIVE.

YOUR UNCLE WAS MY FAVORITE CUSTOMER. SOMETIMES, REAL EARLY ON SUNDAYS, HE'D INVITE ME IN FOR A ROOT BEER.

C'MON, I'VE HAD ENOUGH WINTER. LET'S GO!

H-HOLD IT...! HOW COULD YOU HAVE A PAPER ROUTE WHEN I WAS FIVE? YOU'RE ONLY--

A COUPLE OF CENTURIES OLD. ENOUGH CHATTER. MAYBE YOU DON'T MIND TURNING INTO A RED AND BLUE POPSICLE--

--BUT I'M RUSHING FOR CLOUDSEA BEFORE MY NOSE STARTS TO DRIP!

MANDI, I'VE WORKED WITH DOC STRANGE, BUT BASICALLY I'M NOT YOUR WIZARDS AN' WEIRD WORLDS KIND'A GUY. AND I'VE GOT OBLIGATIONS--

--THE DOOR!

I CAN BRING IT BACK. JUST DIDN'T WANT TO LEAVE IT UNGUARDED, WHAT WITH MY TORDENKAKERLAKK PROBLEM. USUALLY THEY'RE JUST PESTS--

--BUT THIS ONE *BITES*. AND RESISTS MY BEST SPELLS. NOTHING WORKS TWICE. IT'S SILLY, BUT AT TIMES I BEGIN TO BELIEVE THIS IS IT. THE PROPHECY. SPINDRIFTER'S BANE.

BANE...? THAT'S SORT'A LIKE A... *DEATH CURSE?!* B-BUT ...TWO HUNDRED OR WHATEVER... YOU'RE A KID! YOU SHOULDN'T HAVE TO FACE THAT ALONE!

YOU'LL *HELP*? NEAT! WE'LL GO *THIS* WAY... CATCH THE 7:00 JETSTREAM UNDER DRIPPY ROCK.

UH--

WOULDN'T THAT ENTRANCE AHEAD BE--AH--EASIER?

THAT'S THE HALL OF THE LOST. DRIPPY ROCK IS WETTER... BUT SAFER. PETEY, YOU DON'T KNOW HOW GLAD I AM THAT YOU'RE COMING!

YEAH. WELL. YOUR BANES. YOUR PROPHECIES. US SPIDER-TYPES EAT 'EM FOR BREAKFAST. BESIDES--

--I'M STARTING TO ENJOY BEING WARM.

THAT FLOATING WATERWORKS LOOKS BEYOND MY WEB RANGE, BOSS. HOW DO WE GET THERE ...FLY?

OF COURSE. I'LL LEND YOU MY SPARE PONCHO. THE THINGS USED TO BE MAGIC CAPES--

--SEEMED A BIT TRITE, SO I REMADE 'EM. PART OF MY CLINT EASTWOOD KICK.

HIGH PLAINS SPINDRIFTER, Y'KNOW?

BEYOND LOOKING SO CHIC, THIS ACTUALLY FLIES?

YEP. JUST TURN IT SIDEWAYS, LIKE SO... THAT'S RIGHT. WHEN YOU'RE READY... STEP OFF THE PATH.

AND LET THE TORDENKAKERLAKK BEWARE!

I HOPE I'M NOT MISLEADING YOU. PROBABLY THAT THING ISN'T SPINDRIFTER'S BANE. I MEAN, AFTER ALL... A ROACH?

BUT TRY TO UNDERSTAND... IF IT *IS* MY BANE, IT CAN'T BE DEFEATED UNTIL... WELL, UNTIL I'M DEAD. IF YOU INTERFERE, TRY TO STOP IT... IT'LL JUST KILL YOU TOO.

THAT'S *NOT* WHY I WANT SOMEONE WITH ME, PETER. YOU GOTTA BE THERE BECAUSE--

WELL, SOMETIMES I HAVE THIS NIGHTMARE THAT I'LL DIE AND NO ONE WILL CARE WHAT HAPPENED OR EVEN HEAR ABOUT IT. IT'D BE LIKE... LIKE I NEVER LIVED.

NOT THAT I WANT TO BE MOURNED OR ANYTHING. I'VE HAD A LOO-ONG TIME TO ADJUST TO THE WHOLE BUSINESS. I JUST WANT SOMEBODY TO... KNOW.

WHOA! RELAX, PETEY! JUST LOOSEN UP... LET YOUR *PONCHO* DO THE WORK.

THAT'S IT! BEN ALWAYS TALKED ABOUT HOW *QUICKLY* YOU LEARNED. TOO BAD HE'S NOT ALONG TO SEE THIS, HUH?

I-I GUESS YOU NEVER HEARD, MANDI ...MY UNCLE DIED A FEW YEARS AGO. KILLED, REALLY. BY... BY A BURGLAR.

OH, PETER. I'M SO SORRY.

I BROUGHT THE MAN TO JUSTICE. TOO LATE TO HELP UNCLE BEN, OF COURSE. BUT I GUESS OVER THE YEARS--

AUNT MAY AND I HAVE ADJUSTED. LIKE YOU. ONLY I-- *THAT NOISE!*

IT'S THE JETSTREAM COMING! WE'LL HAVE TO SHOUT! DO YOU FEEL IT?

THIS BREEZE, YOU MEAN?

STAY RIGHT BEHIND ME! THERE'S ONLY ONE SAFE CORRIDOR IN- TO THE MAIN CURRENT!

THAT'S ACTUALLY SORT OF AN ON-RAMP!

WATCH OUT FOR THAT--

WHAT? THE HOWLING'S SO LOUD NOW I CAN'T-- YOW!

--CROSS-WIND!

:UNGHHH:

PETEY! SPREAD YOUR PONCHO! STRAIGHTEN--

TOO LATE!

NO--

--I MAKE DOORWAYS, REMEMBER?

WHUMP

A... W-WATERBED...? AND DO I SMELL--

--PERFUME?

(MANY MEN HAVE TRIED TO GET INTO THIS WING OF THE PALACE, FIRM ONE--

--BUT YOU ARE THE FIRST THROUGH THE CEILING!)

P--I MEAN SPIDEY! C'MON, WE'LL MISS THE TIDE.

(WHAT STRANGE GARMENTS! HE MUST BE A WIZARD.)

(MMMM. I WANT TO SEE HIM DO SOME MAGIC.)

ANYBODY HERE HABLA ENGLAIS?

UH... WHAT SAY WE HANG AROUND AND GRAB THE NEXT CURRENT, MANDI.

I CAN WAIT... BUT THE TORDENKAKERLAKK MAY NOT. IT GROWS, Y'KNOW?

I DON'T THINK THE ORIENTATION LECTURE COVERED THAT. OH-KAY...

WITH GREAT POWER COMES GREAT RESPONSIBILITY. WITH GREAT POWER COMES...

SORRY, LADIES. REALLY SORRY.

THANKS, PETEY. I KNOW I SAID AT FIRST THIS'D BE LIKE A VACATION, BUT--

DON'T WORRY. IF I TRULY STARTED TO ENJOY MYSELF, THE GUILT WOULD PROBABLY DRIVE ME BACK HOME. BRING ON THE THUNDER ROACH.

SOON.

MY HOME PLANE'S BE-YOND THAT FORMATION. "THE NEEDLE'S EYE" IT'S CALLED.

WE HAVE TO "THREAD THE NEEDLE." DON'T TOUCH THE STONE.

THE WAY MY SPIDER-SENSE IS STARTING TO TINGLE, I TAKE IT THAT'S A RULE, NOT A GUIDELINE.

BUT IT'S TOUGH TO GET NERVOUS ABOUT SOMETHING THAT LOOKS LIKE A GIANT DOUGHNUT AND--

HOO BOY!

STAY RIGHT IN THE CENTER... IT'S SORT OF A TORNADO! ANY CONTACT WITH THE SIDES CAN SPIN YOU OFF INTO THE ABYSS!

AND THE VORTEX SEIZES THEM...

...SUCKING THEM ALONG AN EVER-NARROWING FUNNEL OF SAFETY. LIGHTNING FLICKERS BEYOND THE WHIRLING WALLS AS THEY FALL THROUGH SILENCE MORE EERILY MENACING THAN THE LOUDEST THUNDERCLAP...

...PLUMMETING AWAY FROM AN EMPTY REGION WHERE THE AIR FELT LIKE SPRING...

...DOWN THROUGH THE HEART OF THE STORM INTO...

SUMMER! I HAVEN'T SEEN A NIGHT LIKE THIS SINCE... SINCE I WAS A KID...! LAYING OUT IN THE BACKYARD OF AUNT MAY'S AND UNCLE BEN'S HOUSE IN QUEENS...!

THE SKY WOULD JUST... SURROUND YOU...! SO BIG IT SEEMED TO GO ON FOR-EVER...! YOU COULD STARE UP AT IT FOR HOURS... IMAGINING ANYTHING... AND ALL OF IT GOOD...!

MY WORLD, PETEY. CLOUDSEA. ENJOY.

AND HE DOES! WITH A DELIGHT HE DIDN'T DREAM POSSIBLE. HIS ONLY REGRET IS THAT THE CAMERA WHICH LAST NIGHT AUTOMATICALLY CAPTURED SPIDER-MAN'S BATTLE WITH THREE ORDINARY THUG'S FOR PART-TIME NEWS PHOTOGRAPHER PETER PARKER TO SELL TO THE DAILY BUGLE IS NOT SET **NOW** TO RECORD FOR HIS OWN PLEASURE THE WONDER STRETCHING LUSHLY AROUND HIM.

HUMBLE, BUT YOU CALL IT HOME, RIGHT?

YEP. I'M THE NUMBER ONE SORCEROR OF THIS DIMENSION! 'COURSE, I'M ALSO THE *ONLY* SORCEROR OF THIS DIMENSION.

HEY! OUT OF YOUR PONCHO. TOO HOT. JUST STUFF IT BACK IN MY KNAPSACK--

--ANYBODY CAN FLY IN CLOUDSEA!

C'MON! MY PLACE IS THIS WAY.

EASY. I HAVE TO GET *USED* TO THIS FIRST. AND I THINK IT'S--IT'S--

--IT'S ***GREAT!*** NOT JUST SWINGING... ACTUALLY SOARING, FLYING! NO WEBSTRANDS ... NO ATTACHMENTS... NO MAGIC DOHICKEYS... JUST ME!

KID, I COULD REALLY GET HOOKED ON THIS PLACE! CHECK THIS MANEUVER...!

PETER! ABOVE YOU! ***EPHEX!*** LOOK OUT!

HUH...?

OH! UH... EPHEX...? NOT TORDENKAKERLAKK?

SO HOW BAD CAN IT B--

ΞAAAGH!Ξ

WRRASK!

THEIR GRIP IS IMPOSSIBLY STRONG! USE YOUR WEBS--

--BLIND IT! COVER ITS EYE-STALKS!

A-AIR...! I-IT'S LOOSENING ...ITS H-HOLD...!

FWIP

FWIP

PULL AWAY... FAST!

I'VE GOT SOMETHING SPECIAL FROM MY KNAPSACK TO USE WHILE IT'S STILL DIS-ORIENTED!

COVER YOUR EYES! I CAST A DARKNESS SPELL INSIDE THAT SOCK--

THE EPHEX WILL TRY TO COMPENSATE BY MAKING MORE LIGHT--

--AND MORE LIGHT! UNTIL--

-- IT BURNS OUT! WE CAN SAFELY REMOVE THE SOCK. IT'LL JUST FLOAT DORMANT NOW--

--SLOWLY REPLACING THE LIFE ENERGIES IT EXHAUSTED, NO DANGER TO ANYONE.

YOU OKAY? THEY RADIATE AN AURA THAT DULLS THE REACTIONS OF THEIR PREY.

YEAH. I THINK IT ALSO BLITZED MY SPIDER-SENSE A BIT--

--EITHER THAT OR I'M A VICTIM OF INTER-DIMENIONAL JET-LAG.

WHEN DO WE LAND, FLIGHT ATTENDANT?

THAT'S MARMORKJELDE AHEAD. MARBLE SPRING TO YOU. MY SHIP'S ANCHORED OFF THE FAR SIDE.

SHIP...?

TA-DAAA! THE NONESUCH!

HE WAS THE FAMILY YACHT FOR GENERATIONS--ALL SHIPS ARE "HE" WHERE I COME FROM--NOW HE'S MINE. HE'S OLD, BUT A MORE SKY-WORTHY GENT NEVER RODE THE CLOUDS!

DOES HE HAVE A KITCHEN? I GET RAVENOUS WHEN I'M TOTALLY AMAZED. AND MAYBE IF WE SIT STILL LONG ENOUGH TO EAT--

--IT'LL ALSO BE LONG ENOUGH TO LEARN SOME OF THE TEN JILLION OTHER THINGS I DON'T KNOW ABOUT YOU.

WITH A GIGGLE, MARANDI SJÖROKKER LEADS SPIDER-MAN UP TO HER HOME.

IT IS A BATTERED CRAFT, CREAKING WITH MEMORIES. WHILE A MURKY BROTH SIMMERS, THE SPINDRIFTER UNLOADS SIX MONTHS WORTH OF GROCERIES FROM HER APPARENTLY BOTTOMLESS KNAPSACK, FLINGING THEM INTO EQUALLY BOTTOMLESS CUPBOARDS. WITH MORE CARE, SHE REFILLS THE PHIALS AND CASKETS OF HER WIZARD'S ART. FINALLY, SHE SCRAPES THE CLUTTER OFF TWO CHAIRS...

...AND DINNER IS SERVED. STRAWBERRY SODA, POTATO CHIPS, AND CHOCOLATE PEANUT SHELL SOUP.

...AND I KNOW I NEED AN EDUCATION, SO I GET MYSELF ADOPTED A LOT. BUT A TIME ALWAYS COMES WHEN SOMEONE SEES I'M NOT GETTING OLDER.

THEN, DEPENDING ON THE KIND OF WORLD IT IS, THEY EITHER TRY TO GIVE ME HORMONE SHOTS... OR BURN ME AT THE STAKE.

BUT... WHY DON'T YOU AGE?

I COME FROM A LONG LINE OF REALLY UNPOPULAR WIZARDS. MY FATHER WAS KURUDRED THE BLOOD DRINKER.

HAVEN'T YOU HEARD OF HIM? TYRANT OF DOLARA, MASTER OF THE NIGHT-SPAWN? HE NEVER PLUNDERED EARTH, I GUESS.

HE WANTED THE SEVEN PLANETS OF LEMNE, WHICH WERE UNDER THE PROTECTION OF ELMAK THE LIGHT SHAPER. FATHER WOULD RAID A CITY, TAKE PRISONERS... THEN ELMAK WOULD TRY TO TAKE THEM BACK.

DAD GAVE HIM PLENTY OF WARNINGS, BUT ELMAK JUST KEPT BUTTING IN.

"FINALLY, FATHER GOT *REALLY* FED UP. HE CONJURED FOR EIGHT DAYS...

"...AND MELTED ELMAK'S CITADEL OF A THOUSAND LAMPS INTO A BIG BALL OF SLAG. WITH ELMAK IN IT. SINCE ELMAK SORT'A BROUGHT IT ON HIMSELF...

"...DAD THOUGHT NOBODY'D MIND. BOY, WAS HE WRONG!

"THE LEAGUE OF THREE THREES HUNTED AND TRAPPED MY FATHER AND DREW A ***DEATH RUNE*** ON HIS BROW. THEY DID THE SAME TO MY UNCLE, GORATH TENCLAWS.

"BUT THEY WEREN'T SURE WHAT TO DO ABOUT ME. THEY WERE AFRAID I'D GROW UP IN THE FAMILY TRADITION, BUT WEREN'T TOO COMFY ABOUT KILLING A LITTLE GIRL.

"DAD HAD ENOUGH POWER TO RESIST THE RUNE FOR A WHILE. WITHOUT PROOF THAT I WOULDN'T GROW UP EVIL, HE KNEW THE LEAGUE WOULD EVENTUALLY KILL ME.

"SO, AS HIS DYING ACT, HE DID A SPELL TO KEEP ME FROM GROWING UP AT ALL!

"AND THAT'S WHY I'M 219 YEARS OLD, AND STILL TOO YOUNG TO WEAR EYE MAKE-UP. NOT THAT I MIND. IT BEATS GETTING OLD. AND WHEN I NEED HELP..."

--SOMEBODY USUALLY VOLUNTEERS! NOW WE BETTER GET SOME REST.

ROACH HUNTING DEMANDS AN EARLY START, PETEY. SINCE IT'S SO WARM, WE CAN SLEEP ON THE DECK, OKAY?

LIKE CAMPING OUT IN THE BACKYARD...

YOU'VE GOT A NIFTY TOUCH WITH MAGIC, MANDI. MAKES ME FEEL LIKE I'M YOUR AGE.

MAGIC'S FUN. BUT YOU'VE GOT NEAT POWERS TOO.

I GUESS. BUT MINE CAME WITH STRINGS ATTACHED. A LOT OF RESPONSIBILITIES.

MAYBE YOUR MAGIC'S TOO NIFTY, KID. GOOD THING YOU DIDN'T GROW UP TO BE AN EVIL WIZARD.

STILL, LAYING HERE... WHILE THE BREEZE BLOWS... THE SHIP ROCKS... THEY SEEM PRETTY FAR AWAY... PRETTY FAR...

BUT IF I WERE GROWN UP, I COULD CAPTURE YOU AND PUT YOU IN MY HAREM... ALONG WITH THE VISION... AND DAVID LEE ROTH... AND... AND...

CUTE KID! YET... SHE DEFINITELY SEEMS STUCK AT TWELVE EMOTIONALLY. SHAME.

AND HERE I AM... HALF ASLEEP ON A FLYING SHIP, WAITING TO HELP HER FIGHT A KING-SIZE COCKROACH...! EVEN MY *DREAMS* NEVER USED TO BE THIS WEIRD!

BOY, THE DAY I GOT BITTEN BY THAT RADIOACTIVE SPIDER, MY LIFE TOOK A LEFT TURN INTO THE TWILIGHT ZONE! NO WONDER I'VE GOT WORRY RI--

YIIIII!!

WHOOSHHH

PETER! THAT'S IT...! THE *TORDENKAKERLAKK!* A-AND... IT'S GROWN!

LOOK OUT! IT'S SWERVING FOR ANOTHER PASS! MAYBE I CAN--

--S-STOP IT! UNGHHH!

THING'S STRONGER THAN... IT LOOKS! GUESS IT HAS THE... UH... PROPORTIONAL STRENGTH OF A... COCKROACH...!

HANG ON! I'VE GOT AN IDEA!

NO SERIOUS OFFER REFUSED, KID...! BE NICE IF IT'D INCLUDE A ...REALLY LARGE CAN OF RAID!

AND TRY TO MAKE IT QUICK!

IT'S TOUGH BATTLING SOMETHING YOU'RE SQUEAMISH TO TOUCH! SO FAR, I'M ON TOP--

BUT IF I CAN'T KEEP THESE WINGS OUT OF PLAY--

A LOUDSPEAKER! THAT'S IT...?! IT'S NOT EVEN MAKING ANY *NOISE!* MANDI, THE BUG'S STRUGGLING EVEN *HARDER!* I CAN'T--

-- HANG ON! BUT... IT'S NOT CONTINUING THE FIGHT! IT'S... BACKING OFF...! IT'S--

"--TAKING FLIGHT."

WHAT IS THAT...?! SOME KIND OF ULTRA-SONIC WEAPON?

IT'S THE SHIP'S SONAR.

I CAN SET IT TO TRACK THE ROACH, IF WE STAY CLOSE. THAT WAY, THE THING CAN'T SNEAK UP ON US, AND WE CAN GET A GOOD NIGHT'S SLEEP.

THE ANCHOR WEIGHS. THE SKYSHIP'S MUSTY WINGS UNFOLD TO THE WINDS.

NONESUCH! ATROI! CARAVE! DITREM!

HEY. THIS SURE BEATS THE SUBWAY. HECK! IT BEATS A STRETCH LIMO! IF YOU HAVE TO STALK A THUNDER ROACH--

--THIS IS DOIN' IT IN STYLE. BUT HOW'D YOU GET THAT THING FOR AN ENEMY, KID? TELL ME ABOUT THIS PROPHECY OF YOURS.

WELL, I HAD MY FORTUNE TOLD BY THE ORACLE AT STOA NEROI. THEY DID A VERSE ON ME. GOES LIKE THIS--

"FROM HEBE'S CUP OF CHARMED EXISTENCE EVERY DROP IS SPILLED. NONE LEFT TO GIVE THE CHILD WHO PAYS BECAUSE THE FATHER KILLED. WHEN WIZARD-SPAWNED SPINDRIFTER'S BANE HAS SPREAD ITS NOISOME WINGS, YOU CANNOT KILL THE MONSTER TILL YOU DRINK THE DOOM IT BRINGS."

BANE OR NOT, THE TORDENKAKERLAKK HAD TO BE SENT BY SOMEBODY... SOME ENEMY OF DAD'S. SOMEONE WITH NO CLASS AT ALL.

MANDI, WE DON'T HAVE TO DEFEAT IT. THINGS GET TOO ROUGH, WE CAN RETREAT. YOU COULD EVEN LEAVE CLOUDSEA FOR A WHILE. GET YOURSELF ADOPTED AGAIN.

TAKE ON ANOTHER PAPER ROUTE? THOSE KIND OF EXPERIENCES ARE ONLY FUN ONCE, PETEY. I'VE BEEN RUNNING AND HIDING FOR THE LAST TWO YEARS. OUTSIDE, I HAVE TO WATCH PEOPLE AGE, GET SICK, EVEN DIE.

ENOUGH IS ENOUGH. THIS IS MY HOME.

THERE SEEMS LITTLE ELSE TO SAY. IN TIME, THE SILENCE THAT FOLLOWS BRINGS SLEEP. ONLY THE SHIP HIMSELF IS WAKEFUL, SAILING SWIFTLY, STEADILY ON.

WHHOOO

OOOOOOO

WHA--?! W-WHERE...? OH, YEAH.

PETEY! GET UP! THAT ALARM MEANS THE ROACH HAS ROOSTED!

LOOK WHERE WE ARE! THAT'S THE RUIN OF ELMAK'S CITADEL OF A THOUSAND LAMPS! YOU KNOW... THE ONE MY FATHER MELTED. THAT EXPLAINS HOW A KID LIKE ME CAME BY A NEMESIS. ELMAK PUT A CURSE ON MY FAMILY, THE JERK!

SPIDER-MAN GAZES DOWN. NO LAMPS SHINE NOW. STARING AT THE TWISTED MASS, SOMETHING CHILL TOUCHES HIS SPINE.

CREEPY PLACE.

YOU WILL HELP ME, WON'T YOU, PETER? YOU WON'T MAKE ME GO DOWN THERE ALONE, EVEN IF IT IS A FAMILY CURSE? I MEAN, YOU GOOD GUYS... YOU'RE ALL SO RELIABLE, RIGHT?

'FRAID SO, KID! MAYBE THAT'S OUR CURSE. BUT WHAT'S THIS "YOU" GOOD GUYS...? YOU DON'T REALLY WANT TO GROW UP TO BE AN EVIL WIZARD, DO YOU?

I DUNNO, NOT BEING ABLE TO GROW UP AT ALL. DOES IT MAKE A DIFFERENCE?

YOU'RE ON THE OTHER SIDE. ARE YOU HAPPY?

THERE IT IS!

KEEP BACK, MANDI! IT'S SAFER FOR ME TO FIND OUT IF THIS IS YOUR FULL-FLEDGED BANE--

--OR JUST A RUN-OF-THE-MILL WIZARD'S CURSE IN THUNDER ROACH CLOTHES!

AT LEAST... I HOPE IT'S SAFER FOR ME!

HEY! SEEMS PRETTY SLUGGISH! LAST TIME YOU CAUGHT ME NAPPING, SPAGHETTI EYES--

LOOKS LIKE NOW WE'VE CAUGHT YOU!

FWIP FWIP!

AND IF I CAN KEEP THE WEBS COMING FAST ENOUGH TO--

YEAH! NAILED HIS LEGS! OKAY, BOSS LADY--

--ONE TORDENKAKER-LAKK, GIFT-WRAPPED! BUT NOW THAT WE'VE GOT IT--

--WHAT DO WE DO WITH IT? THING DOESN'T LOOK LIKE ZOO OR TROPHY MATERIAL, SO--

UH-UH.

YUCK!

K-CHAAK

PETER...! I-IT'S...

--CHANGING! THAT'S WHY IT WAS SO SLUGGISH BEFORE! IT CAME HERE TO METAMORPHOSIZE...!

BUT... INTO W-WHAT?

DON'T ASK ME! UH... THINK YOU CAN WHIP IT?

I'VE BEATEN UGLIER. IT'S JUST HARD TO RECALL EXACTLY WHEN. YOU STAY BEHIND ME, FRECKLE-FACE.

GOOD IDEA--

--I'D HATE TO BE THE GROWN-UP AND HAVE TO STAND IN FRONT.

YEAH. ON YOUR TOES. IT--

--SEES US.

GO BACK TO THE NONESUCH, MANDI--

--GET THAT SONIC PROJECTOR. YOU MAY HAVE TO BUY ME SOME TIME DURING THE FIGHT.

NO GOOD, PETEY. IT WORKED ONCE ON THIS THING. NOTHING WORKS TWICE, REMEMBER?

THEN IT'S TIME TO BE VERY BRAVE, KIDDO--

--CAUSE I'M LEAVING YOU FOR BAIT WHILE I TRY TO--

--OUTFLANK HIM!

NOW, YOU SON OF A COCKROACH, LET'S SEE HOW YOU HANDLE--

--HAVING YOUR OWN MANDIBLES FED TO Y--

=UFFF!= GOOD METHOD.

OKAY, SO THIS FORM'S EVEN STRONGER THAN THE LAST. I'VE JUST BEGUN TO--

=AIIIGHHH!=

MAKE THAT STRONGER AND QUICKER! THOSE PINCERS ARE GONNA MAKE SPLINTERS OF MY RIBCAGE, UNLESS--

--I CAN DISTRACT IT!

WUP WUP

PETER! ARE YOU ALL RIGHT?

LONG AS I DON'T... LAUGH OR SNEEZE... ANYTIME SOON...! GOTTA RETHINK OUR STRATEGY, KID--

AWAY WHERE THIS THING--

--CAN'T--

--REACH US.

PETEY!

AW, NO!

FWIP!

FLY, MANDI...! HIGH AND FAST!

YEAH! OUR MOVEMENT KEPT IT FROM SENSING MY WEBLINE--

NOW IT'S... TOO LATE!

YOU'VE CAUGHT IT GOOD! GO, PETEY!

AND THE WHIRLING FIGURE LETS THE MOMENTUM OF HIS SWING LASH THE **NECK** OF THE WRITHING, MURDEROUS CREATURE TIGHTER AND TIGHTER TO THE NONESUCH'S HULL, UNTIL...

...IT SNAPS!

WOW! NOW I KNOW WHY THEY CALL YOU THE AMAZING SPIDER-MAN! UNTIL THAT STUNT... I THOUGHT THIS WAS MY BANE FOR SURE! WHAT A RESCUE...! KNIGHT IN SHINING ARMOR STUFF!

ALWAYS READY TO SERVE A DAMSEL IN DISTRESS, FAIR LADY! BUT TO GET SERIOUS, MANDI--

AW, DON'T DO THAT! KEEP TALKING LIKE YOU WERE... IT WAS NEAT! NOBODY EVER CALLED ME A--

OKAY. KEEP CALM...AND KEEP BACK. THIS TIME LET'S SEE WHAT WE'RE UP AGAINST!

THIS STUFF ALREADY HAD ME THINKING ABOUT YOUR STORY, MANDI. THAT ELMAK, HE SEEMED LIKE ONE OF THE GOOD GUYS--

P-PETER--!

IT'S MOVING AGAIN--

-- C-CHANGING!

--PROTECTING THOSE WORLDS FROM YOUR FATHER AND ALL. EVEN IF HE HAD THE POWER, IT DOESN'T MAKE SENSE ANYONE LIKE THAT WOULD JUST UNLEASH SOME RELENTLESS MONSTROSITY... ESPECIALLY TO STALK AND TERRORIZE A KID! SO--

HEY, IT'S TAKING ALMOST... HUMAN FORM. MAYBE WE'LL GET SOME ANSWERS, BE ABLE TO REASON WITH IT A LITTLE--

DEATH! DEATH! DEATH!

OR MAYBE NOT!

MANDI, GET OUT OF HERE!

DEATH FOR THE CHILD!

MANDI... GO!

I CAN ONLY KEEP BETWEEN YOU AND THIS THING--

--SO LONG!

KA-RAMM!

DEATH FOR THE CHILD! NOTHING STANDS IN THE WAY OF--

SPINDRIFTER'S BANE!

A-AFRAID...I NEED SOME HELP, KID...! THIS MONSTER'S IN...THE HULK'S CLASS...AND MAGICAL BESIDES...! TRY... TRY A SPELL ON HIM...!

PETER, I DON'T KNOW ANY SPELLS AGAINST THIS...! I-IT'S MY BANE! NOTHING WILL HELP! NOTHING!

THERE'S SOMETHING! THERE'S GOTTA BE! BUT EVEN IF THERE'S NOT, I DON'T HANG BACK AND LET THE INNOCENT DIE!

THAT'S WHY I'M SPIDER-MAN! AND I'LL KEEP FIGHTING UNTIL--

DEATH!

DEATH!

DEA--
CHUKKK

--UNTIL I *FIND* A WAY TO KEEP THE INNOCENT ALIVE.

OH, PETEY...! I BET *THIS* TIME YOU REALLY--

AFTER ALL WE'VE *SEEN*, MANDI? AT BEST I'VE EARNED US A *BREATHER*, YOU MUST KNOW THAT.

YOU'RE A WIZARD... THIS IS MAGIC. WE NEED AT LEAST A *GUESS* WHAT'S BEHIND YOUR BANE... BEFORE IT TURNS INTO SOMETHING I CAN'T STOP.

IF IT ISN'T ELMAK ...*WHAT*?

I DONT KNOW! THIS WOULD TAKE POWER ON MY FATHER'S LEVEL, OR A *GROUP* EFFORT ...LIKE THE *LEAGUE OF THREE THREES*.

BUT THE LAST *OF THEM* DIED YEARS AGO... BEFORE I WENT ON THE RUN. THERE JUST *ISN'T* ANYONE, NOT IN THE SPHERES THAT AFFECT ME.

HOW ABOUT SOMEONE FROM EARTH...? YOU TRAVEL THERE. YOUR OWN NAME AND OTHERS YOU USE-- INCLUDING *TORDENKAKERLAKK*-- ARE FROM ONE OF ITS LANGUAGES.

WITH MAGIC, I'VE ALWAYS BEEN *CAREFUL* THERE.

EVEN DOCTOR STRANGE ONLY KNOWS ABOUT ME 'CAUSE WE'VE MET BRIEFLY PASSING THROUGH THE PLANES.

THE REST IS JUST... *ME!* I'M A *KID*. I'VE ALWAYS THOUGHT VIKING AND NORSE STUFF WAS *NEAT*... LIKE *CLINT EASTWOOD* WAS NEAT. THAT'S WHY I LIVED WITH A NOR-WEGIAN FAMILY.

HECK. I WENT THROUGH A *SAMURAI* PHASE ONCE. YOU OUGHTTA HEAR "THUNDER ROACH" IN JAPANESE.

I SORT'A WISH I'D NEVER HEARD IT AT ALL, KIDDO.

BUT YOU'VE MADE ME AWARE WE'VE IGNORED THE OBVIOUS... DOC STRANGE! WE'RE GONNA RETREAT OUT OF CLOUDSEA AND GET HIM TO--

OH, PETER...! I-IT'S TOO LATE!

WE'RE GONNA DIE! THIS TIME WE'RE REALLY GONNA DIE!

CALM! GOT TO STAY CALM! SO FAR WHATEVER THE THING'S BECOME, I'VE PULLED SOMETHING OUT OF THE HAT. THE KID'S ON THE EDGE OF PANIC AND--

--AND I'M RIGHT THERE WITH HER! I HATE BEING THE GROWN UP! I HATE BEING THE GROWN UP!

WITH A PRIMEVAL MOAN THAT RATTLES THE DECK BENEATH THEIR FEET, THE PULSATING MASS OF FLESH CONTINUES TO UNFOLD...

...THEN SUDDENLY LOOMS, TERRIBLY, FULLY REVEALED!

PETER! PLEASE! MAKE IT GO WAY! MAKE IT GO WAY!

IT MOVES SLOWLY, BUT FROM NEITHER SLUGGISHNESS NOR INDECISION...

...ONLY A MONSTROUS CERTAINTY.

SNAP OUT OF IT, MANDI!

MOVE! FLY!

I C-CANT...! AND THERE'S NOWHERE TO GO...! THIS IS THE BANE OF THE ORACLE'S PROPHECY! IT'S OVER FOR ME, PETER! ALL OVER!

I THOUGHT...HAVING LIVED SO LONG...I COULD FACE IT! BUT...I'M AFRAID! I'M AFRAID!

I CAN DO BETTER IF I KNOW YOU'RE IN THE CLEAR, MARANDI! PLEASE GET--

ITS MOVEMENT HAS SEEMED GLACIAL. YET HORRIBLY, WITHOUT EVEN A WARNING TINGLE OF HIS SPIDER-SENSE... IT HAS HIM!

N-NO...! NOT PETER! NOT PETER! IT'S ME YOU WANT!

M-MANDI...! FOR HEAVEN'S SAKE... FLY!

CLAWS...! SO MUCH PRESSURE...! GOTTA PUSH BACK...! C-CAN'T FIND LEVERAGE...!

WAIT! SHIFTING ITS GRIP... TO TAKE ME... INTO ITS MOUTH...! I-I THINK--

THERE! MAYBE NEXT TIME, YOU'LL METAMORPHOSIZE A FEW LESS TEETH!

BUT I GUESS YOU WERE GOING FOR HEAVY-DUTY FRIGHTENING! WELL, IT ALMOST WORKED--

--EXCEPT SEEING HOW MUCH YOU TERRIFIED THAT POOR KID MADE ME MAD!

MAD ENOUGH--

--TO SHOW YOU--

--JUST EXACTLY--

--HOW AMAZING--

--SPIDER-MAN--

--CAN BE!

FWIP

FWIP!

PETEY! YOUR WEBBING...! I'VE NEVER SEEN YOU USE IT SO FAST! FASTER THAN THE BANE CAN SNAP AN' BREAK IT!

MANDI, ISN'T THERE ANYTHING I CAN SAY TO MAKE YOU CLEAR OUT?!

I'M... I'M NOT LEAVING ...NOT WITHOUT YOU!

KID, THE MORE I'M AROUND YOU, THE MORE I'M CERTAIN YOU COULD NEVER TURN OUT LIKE YOUR OLD MAN!

COME ON! WE'LL BOTH GO!

PETER, YOU MAKE ME FEEL LIKE I'VE GOT A CHANCE!

YOU BET! DOES THE NONESUCH *BURN*? WE COULD BUY TIME TO REACH DOC STRANGE BY SETTING *FIRE* TO THAT MISERABLE BLOB OR--

UH-OH!

THWAK

PETER! FLY... TWIST LOOSE! BEFORE YOU'RE DRAGGED BACK TO IT!

TOO LATE! DON'T TRY TO FOLLOW ME, SPINDRIFTER--

--THERE'S NOTHING YOU CAN DO! JUST KEEP HEADING FOR EARTH AND DOC STRANGE--

--AND DON'T LOOK BACK!

IT'S CHANGING AGAIN...! TO SHED THAT LOAD OF WEBBING I SPREAD OVER IT...?

PETERRR...YOU NASSTY LITTLE MEDDLERRR! WHY DO YOU NNOT LISSSEN...?!

I BEARRR YOU NO MALISSS, BUT BE WARRRNED...!

THE CHIILD MUSSST DIE! FLEEE OR DIE ALSSSO!

HE'S HOLDING BACK... METAMORPHOSIS ISN'T QUITE COMPLETE. BUT I SEE WHERE IT'S GOING. WELL, TWO CAN PLAY AT STALLING.

WHO SENT YOU TO DO THIS, BOG-BREATH?

SOMEONE WITH MAGICAL POWERS THAT JUST WON'T QUIT, RIGHT? NO SPELL WORKS TWICE ON YOU--

--EVEN MY SPIDER-SENSE IS SHORTING OUT AROUND YOU. YET THIS OLD-FASHIONED, NON-MYSTIC WEBBING OF MINE HAS FIXED YOU TIME AFTER TIME.

MAYBE THE REALITY OF IT THROWS YOU... BECAUSE YOU'RE JUST A SPELL-CREATED THING WITH NO MORE WILL OF YOUR OWN THAN A PLAYER PIANO.

PERRHAPS WE SSHALL DEBATE THAT QUESSSTION--

--WHEN I SSSEE YOU IN HHHELL!

CONSIDERING HOW WRONG MY LIFE NORMALLY GOES... SOMETHING WENT INCREDIBLY RIGHT THE DAY I CAME UP WITH THIS WEB FORMULA! BUT THIS SHIELD WON'T TAKE ANOTHER BLAST--

--AND I'VE BEEN EXHAUSTING CARTRIDGES LIKE THERE'S NO TOMORROW! WHICH THERE MAY NOT BE! WEB-SHOOTERS ARE LOW, REFILLS ARE GONE... AND HE'S POWERING UP TO FINISH ME!

THISSS ISS NOT YOURR FIIIGHT! WHY DO YOU PERRSISSST ?!

GUESS I'M JUST A SUCKER FOR A CHALLENGE. AND YOU'VE TESTED ME PRETTY GOOD.

BUT I LIKE TO THINK--

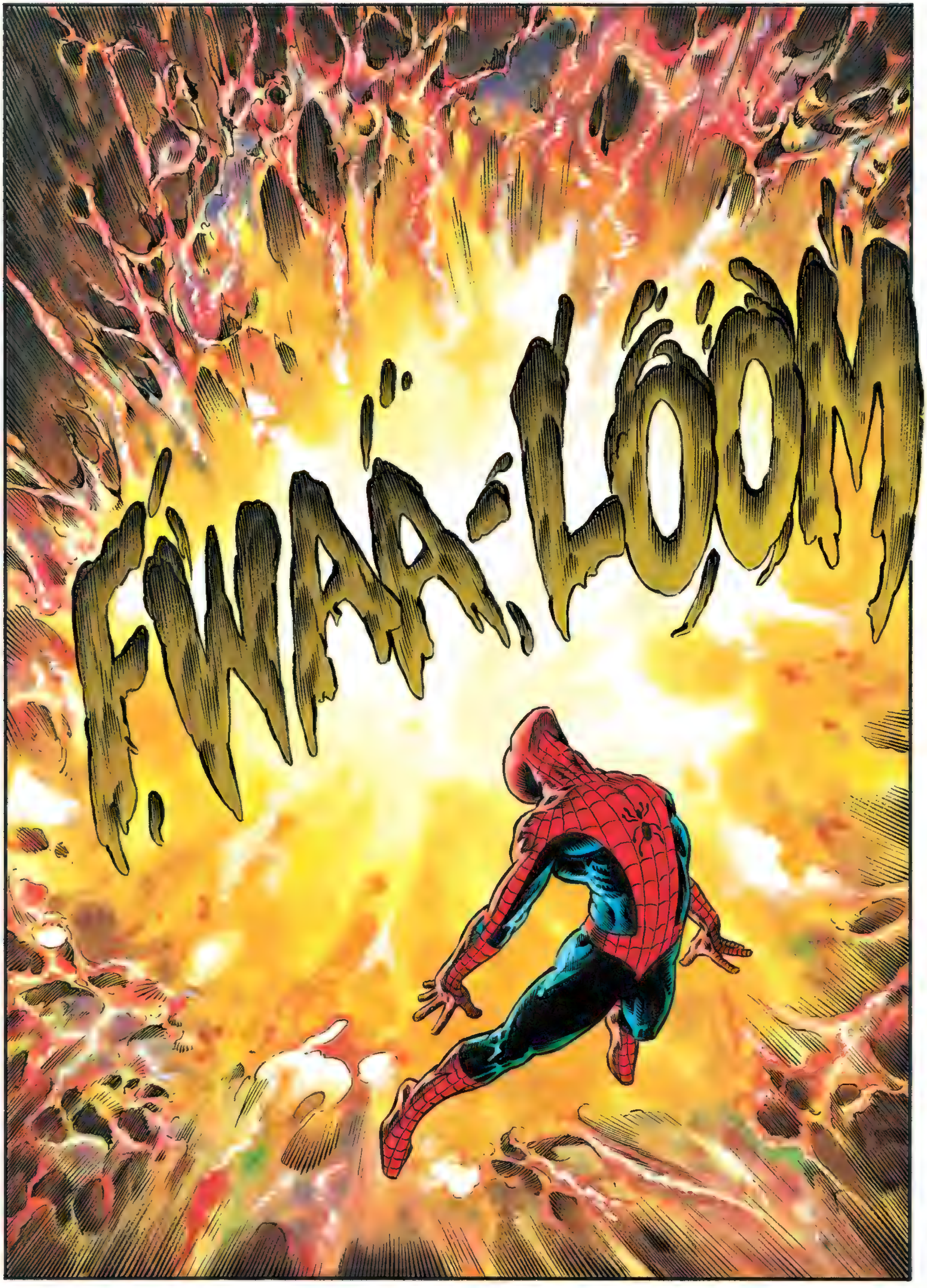
--I'VE GROWN BETTER BECAUSE OF IT!

NOW EAT THIS, FURNACE MOUTH--

--AND I HOPE YOU CHOKE ON IT!

THAT'S ALL FOR MY WEB FLUID! NOTHING TO DO BUT--

--RUN AND PRAY! RUN AND PR--


FWAP-BOOM

THE SOUND, THE FORCE, THE FURY **FADE**, DRIFT OFF WITH GOUTS OF FOUL SMOKE INTO THE DARKNESS.

BUT THEY **ECHO** IN PETER PARKER'S MIND... ALONG WITH THE **WORDS** HE HAD WITH THE DRAGON CREATURE. THEY SWIRL DIZZILY WITH OTHER THOUGHTS, NOTIONS...

...UNTIL THE CONCERNED VOICE OF MARANDI SJOROKKER CALLS HIM TO CONSCIOUSNESS.

YOU... YOU DIDN'T GO... AFTER DOC STRANGE.

I COULDN'T RUN OUT ON YOU! AND HE COULDN'T HAVE DONE BETTER THAN THIS!

YOU ASKED ME IF THE NONESUCH BURNS. WELL, YOU PROVED IT DOESN'T ... BUT THE THUNDER ROACH SURE DOES!

A-ALL I PROVED IS... WHAT I CAN DISH OUT... YOUR BANE CAN TAKE...! IT'S NOT NEARLY AS DEAD... AS MY ABILITY TO KEEP ON DISHIN'...!

PETEY... WHAT ARE YOU SAYING? I SAW THE WHOLE THING!

IT WENT UP LIKE A CASE OF DYNAMITE... J-JUST BEAUTIFUL!

HEAR THE STORM, MANDI...? IT GREW WITH THE CREATURE...! AND IT'S STILL BUILDING--

--'CAUSE THOSE FLAMES HAVEN'T KILLED THE ROACH...! IT'S IN THERE! REGENERATING... TO COME BACK BIGGER AND STRONGER... LIKE IT ALWAYS DOES!

I... CAN'T MOVE. SAVE... YOURSELF...!

NO, PETER...! I'LL RIG A FLYING STRETCHER AND--

THERE ISN'T... TIME. YOU KNOW HOW FAST IT RECOVERS.

I-IT'S NOT FAIR! I DON'T WANT TO LEAVE YOU. I WAS JUST STARTING TO THINK WE COULD WIN! IF ONLY I COULD... COULD...

FIGHT IT, MANDI...?

YOU PICKED UP STUFF BACK ON EARTH, DIDN'T YOU...? WASN'T THAT TO USE AGAINST THE ROACH? MAYBE--

SIMPLE STUFF! KID STUFF! FOR WHEN IT WAS LITTLE, PETER... BEFORE I KNEW IT WAS MY BANE!

ARE THERE THINGS YOU HAVEN'T TRIED, MANDI...? YOU LIKE THE NORSE, THE VIKINGS... DIDN'T THEY HAVE MAGIC, THEIR OWN KIND OF SPELLS?

IF YOU CARED ENOUGH TO LEARN THE LANGUAGE, YOU MUST ALSO HAVE LOOKED INTO THAT. SO WHY NOT--

DRAW POWER FROM ANOTHER WORLD? IMPROVISE?! THAT'S SOMETHING MY FATHER COULD DO...SOMETHING FOR GROWN UP WIZARDS! DON'T YOU UNDERSTAND? MY MIND ISN'T READY... I'D GO UP LIKE A TORCH OR--

OH, PETER! I-IT'S HERE!

I DON'T KNOW WHAT TO DO! I CAN'T FLY AWAY AND LET IT GET YOU! BUT I DON'T WANT TO DIE!

LISTEN! DIDN'T YOU START TRYING MORE POWERFUL MAGIC WHEN THE ROACH FIRST BECAME A PROBLEM?

A... A LITTLE! BUT NOTHING LIKE I'D NEED TO BEAT... T-THAT!

BUT WHEN ANYONE TRIES SOMETHING ABOVE THEIR ABILITY, THEY GROW A BIT. IT'S PART OF THE PROCESS.

YOU'RE... SAYING EVEN I CAN GROW UP IN SOME WAYS, I DON'T HAVE TO LET A FRIEND DIE IN MY PLACE.

MANDI, I'M SAYING YOU CAN DO IT! YOU CAN BEAT THIS THING!

AT LEAST... I'M GOING TO TRY. REMEMBER ME, PETEY.

OH, LORD...! DON'T LET ME BE WRONG!

BUT EVEN AS THE THOUGHT CROSSES HIS MIND... IT IS ALREADY **TOO LATE!**

YOU SEEK THE **SPINDRIFTER?** WELL, HERE I STAND! NO ONE FIGHTS **FOR** ME NOW!

YOU FACE MARANDI THE... **MARANDI THE LOYAL,** DAUGHTER OF KURUDRED! **TO THE DEATH!**

WITH THE VOICE OF A HUNDRED MOUTHS, THE GREAT BEAST **HOWLS**... AND THE **BATTLE** IS JOINED.

SHE KNOWS SHE HAS TO DO IT FAST. GET IT ALL OUT BEFORE THE **PAIN** BECOMES TOO GREAT. AFTER THAT, IT WON'T MATTER IF HER COURAGE FAILS. THE SPELL WILL RUN ITS COURSE. SHE MAY DIE, BUT THERE IS HOPE OF TAKING THE MONSTER WITH HER.

B-BY THE SUN... AND BY THE MOON... AND BY THE SEVEN RAINS...!

THE WORDS BURST FORTH. SOME ARE ENGLISH, SOME ANCIENT NORSE, SOME FROM TONGUES OF WORLDS LONG DEAD. THEY FORM A TAPESTRY OF POWER...

...AND THE SHAMBLING THING OF MANY HEADS RAGES AT ITS WEAVER.

I... I CAN'T STAY OUT OF THIS...! IT GOES AGAINST EVERY INSTINCT I'VE LIVED BY SINCE UNCLE BEN'S DEATH!

BUT IF I'M RIGHT AND INTERFERE ANYWAY...!

TORN, HE HOLDS TO HIS ORIGINAL DECISION... AND AT THAT MOMENT IS ROCKED BY THE MOUNTING DUEL OF SOUNDS.

FROM THE STORM...

FROM THE BEAST...

FROM THE SCREAMING WIZARD-CHILD.

RISING. SWELLING. FIGHTING. UNTIL...

AND BY THE LAW OF NEMESIS--

...ONLY ONE VOICE IS HEARD.

--ABOMINATION BE DISPELLED!

A COLD WIND FOLLOWS, SWEEPING SPINDLES OF SLIME BEFORE IT, CAUSING THEM TO DWINDLE INTO A STICKY VAPOR, THEN VANISH ALTOGETHER...

...WHILE STORMCLOUDS GRUMBLE, BREAK, AND DRIFT AWAY LEAVING THE SUN, THE INJURED MAN...

...AND A VERY YOUNG WOMAN, SOBBING FOR SOMETHING FOREVER LOST.

I'M... DEAD! NO. ALIVE! HEY, WHAT HAPPENED?

YOU DID GOOD, FRECKLE-FACE... DESPITE SOME GROWING PAINS. AND FOR THOSE, WE HAVE OL' MOTHER SPIDEY'S SPECIAL REMEDY ...REHEATED SOUP.

YOU'RE OKAY TOO...? I CAN'T BELIEVE I DID THAT SPELL AND LIVED AND-- THE *MONSTER!* YOU THINK IT'S GONE FOR GOOD?

COUNT ON IT. WHO'S THE ONLY WIZARD WE COULD FIGURE HAD THE POWER TO CREATE A THING LIKE THAT...?

YOUR FATHER, KURUDRED. HE WOULDN'T WANT YOU TO BE STUCK AT TWELVE YEARS OLD FOREVER. SO I THINK HE PLANNED A-- WELL, CATALYST OF SORTS-- TO APPEAR WHEN IT WAS SAFE FOR YOU TO GROW UP.

A ROUGH ONE, GRANTED. BUT NOT A TRUE DANGER.

I BELIEVE THAT'S WHY MY SPIDER-SENSE STOPPED REACTING, WHICH STARTED ME THINKING--

--ABOUT CHALLENGES AND GROWING. IT'S HARD TO GIVE UP BEING A KID, TAKE ON RESPONSIBILITY. I FIGURE YOU UNCONSCIOUSLY *FOUGHT* IT.

WAIT! THIS MEANS THE "DOOM" IN THE PROPHECY--

-- BY RUNNING AWAY, BY PICKING ME TO HELP INSTEAD OF A SAVVY SORCERER LIKE DOC STRANGE. BUT WHEN THE CHIPS WERE DOWN--WHEN I GUESSED WHAT WAS GOING ON AND *USED* BEING HURT TO GET YOU TO FIGHT-- YOU CAME THROUGH ACES!

--WAS THE DEATH OF THE MIXED BLESSING OF ETERNAL YOUTH. YOU BROKE THE SPELL, MARANDI. YOU'RE GROWING UP!

YA-HOO! DRIVING LESSONS! CREDIT CARDS! MMMEN!

FLYING BACK TO MARMORKJELDE TAKES ALL DAY. SPIDER-MAN SPENDS MOST OF IT IN A HAMMOCK. AS THE SUMMER AIR SOOTHES BRUISES AND BURNS, A PROFOUND TRANQUILITY STEALS OVER HIM.

I'M GLAD YOU'RE CONTENTED, PETER. I WAS AFRAID YOU MIGHT BE ANNOYED NOW THAT WE KNOW I DRAGGED YOU TO CLOUDSEA FOR A SORT'A FALSE DANGER.

AWAY FROM MY REGULAR TREADMILL OF FIGHTING CROOKS, CONSTANT PATROLLING, WEARING RESPONSIBILITY TIGHTER THAN THIS RED-AND-BLUE SUIT... ?

NO, THIS WAS GOOD FOR ME, MANDI... HAVING TO LET YOU DESTROY THE MONSTER. IT'S GIVEN ME A NEW PERSPECTIVE... IT'S NICE TO BE USEFUL, BUT I'M NOT THE WORLD'S ONLY HOPE, Y'KNOW?

HEY, I MAY EVEN TAKE A FEW DAYS OFF ...DO WONDERS FOR MY WORRY RIPPLES!

SUNDAY, ON THE MORNING TIDE, THEY TUMBLE THROUGH THE NEEDLE'S EYE AGAIN...

--THE SIDES, I KNOW!

DON'T TOUCH--

... UNDER DRIPPY ROCK AND BACK TO THE MAGIC DOOR.

OH, PETEY. REAL DANGER OR WHATEVER, WITHOUT YOU I COULDN'T HAVE--

NO "THANK YOUS," PUH-LEESE. BUT I EXPECT SOMETHING EXPENSIVE ON MY BIRTHDAY, HEAR?

SEE YOU WHEN I START MY HAREM?

RIGHT. IF YOU CAN GET THE VISION... I'LL SIGN UP TOO.

WOULDN'T YOU KNOW? IT'S SNOWING!

I FORGOT IT'D BE WINTER HERE!

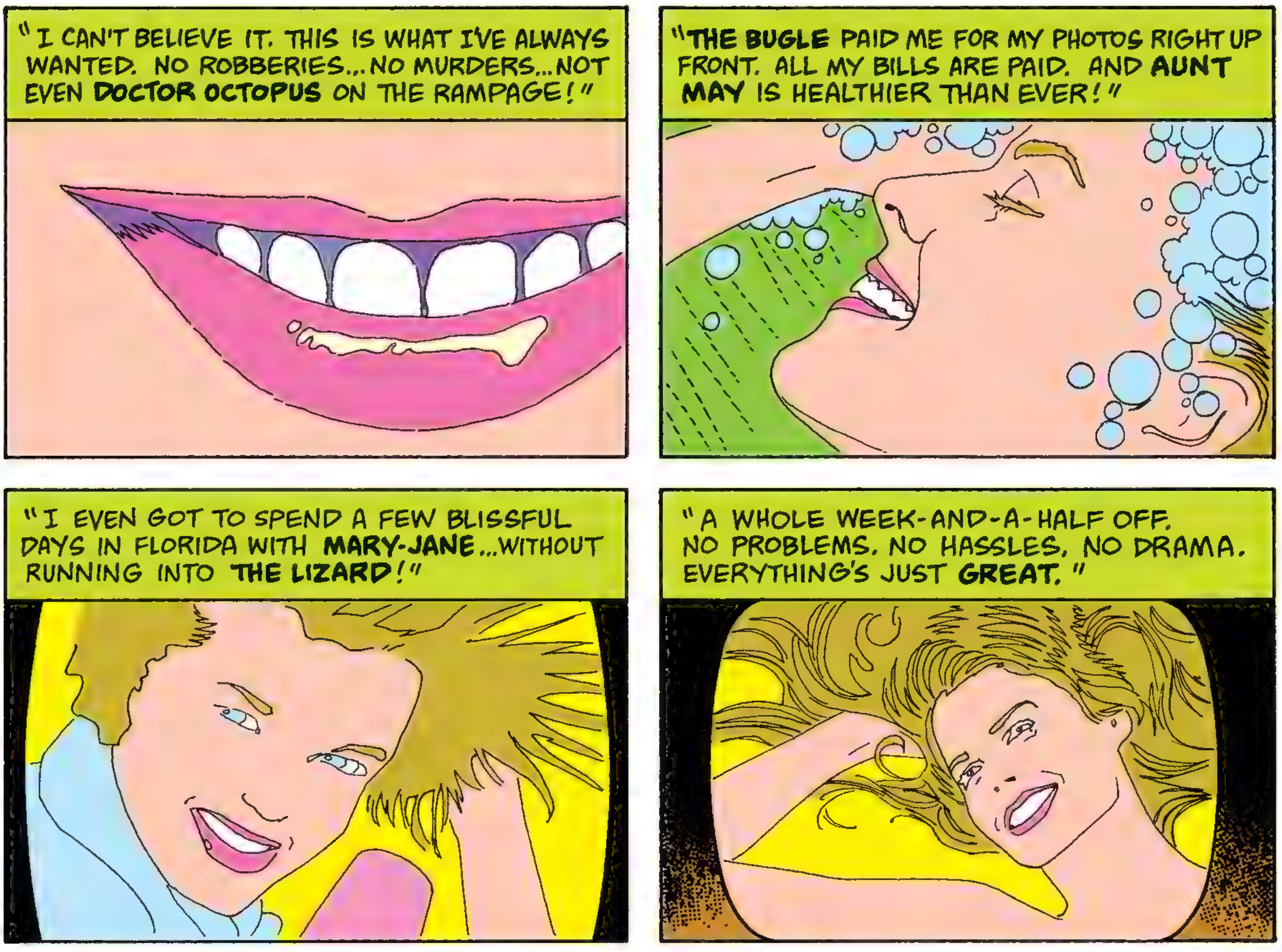
STILL... AT LEAST I DON'T HAVE TO SWING AROUND THE BACK ALLEYS, FREEZING, LOOKING FOR CRIMES IN PROGRESS. I'M NOT INDISPENSABLE. I CAN CHOW DOWN AT AUNT MAY'S WITH A PERFECTLY CLEAR CONSCIENCE.

OF COURSE...

THIS KIND'A WEATHER COPS, OTHER SUPER-TYPES, COULD HAVE THEIR HANDS FULL...

MAYBE JUST ONE QUICK LOOK BEFORE I HAVE TO GET CLEANED UP.

SPECIAL BONUS: Master cartoonist Marc Hempel spins a tale of a stir crazy Spidey in a story from *Marvel Fanfare* #27 (July 1986)



A RESTLESS PETER PARKER STANDS AND HEADS FOR THE CHANNEL SELECTOR.

FLIP

FLIP

FLIP

FLIP

SHEESH! NOTHING GOOD ON-- NOT EVEN A GOOD BAD MOVIE!

FLIP

FLIP

FLIP

FLIP

HE HITS THE "OFF" BUTTON -- AND AN ON-SCREEN CELEBRITY SHRINKS TO A WHITE DOT, THEN DISAPPEARS.

=SIGH!= THERE'S GOTTA BE **SOMETHING** I CAN DO.

I ALREADY ALPHA-BETIZED MY RECORD COLLECTION... RE-READ ALL MY OLD PHOTO MAGAZINES.

CARL PERKINS THE SUN YEARS

POPULAR PHOTOGRAPHY

I COULD ORDER A **PIZZA**, BUT I'M NOT REALLY HUNGRY.

Romano's

WE DELIVER

DOGGONE IT-- I'M A **SUPER HERO!**

I WONDER IF THIS EVER HAPPENS TO **THE TORCH?**

MINUTES LIKE HOURS DRAG ON ...

THWIP!

MAYBE THINGS WOULD AT LEAST **SEEM** MORE EXCITING IF I JUST WORE MY COSTUME AROUND THE APARTMENT.

I COULD EVEN LEAVE THE DOOR UNLOCKED--THEN SOMEONE MIGHT BURST IN AND DISCOVER MY **SECRET IDENTITY!**

YEAH! THAT WOULD REALLY BE **DANGEROUS!**

NO... THAT WOULD REALLY BE **STUPID**, WHAT AM I SAYING??

SOON...

HEY, EVERYBODY! **LOOK!**

I'M **SPIDER-MAN!**

YOUR FRIENDLY NEIGHBOR, PETER PARKER, IS **SPIDER-MAN!**

YA KNOW, PARKER... IF EVERYONE ELSE IN THE BUILDING WASN'T OUT HAVING A GOOD TIME, YOU MIGHT BE GETTING YOURSELF IN REAL **TROUBLE** RIGHT NOW!

I'M GOING NUTS!

GOTTA CALL SOMEONE... ANYONE...

MAYBE HARRY AND LIZ OSBORN ARE HOME.

FTIC FTIC TIC TIC

HELLO...

HI ... HARRY?? THIS IS --

...YOU'VE REACHED THE HOME OF HARRY, LIZ, AND NORMAN OSBORN. NO ONE'S HOME RIGHT NOW...

GOSH DARN IT!

...SO PLEASE LEAVE YOUR NAME, NUMBER, AND A BRIEF MESSAGE AT THE SOUND OF THE TONE.

≒BEEP!≒

GREETINGS, HARRY OL' PAL. THIS IS PETER.

ARRGH!

KLAK!

OF COURSE! **AUNT MAY** IS HOME! AUNT MAY IS **ALWAYS** HOME!

FTIC FTIC FTIC TIC TIC TIC

BUT AUNT MAY ALWAYS GOES TO BED AT **8:00**! ≒SIGH...≒

10:35 PM

KLIK

LATER...

WELL, THERE'S ONE PERSON LEFT TO CALL...

NO.

EVEN I'M NOT THAT DESPERATE!

CLAK!

GUESS I'LL SWING AROUND TOWN FOR AWHILE -- THERE MUST BE **SOMEBODY** UP TO NO GOOD!

HOWEVER...

THIS IS INCREDIBLE... NOT EVEN A JAYWALKER! I'D GET BETTER EXERCISE DOING **AEROBICS!**

WAIT! MY **SPIDER-SENSE** IS TINGLING!

THERE MUST BE **DANGER** A... A... AHH...

A-CHOO!

NUTS!

WELL, THEY **DO** FEEL KINDA **SIMILAR**...

AN HOUR OF TEDIOUS NOTHINGNESS PASSES, AND THINGS LOOK PRETTY BLEAK FOR OUR HERO.

OH, WELL... ALBERT BROOKS IS ON **DAVID LETTERMAN** TONIGHT. MAYBE I --

WAIT!

THAT SHADOW IS UNMIS-TAKEABLE!

UNLESS I MISS MY GUESS...

WELL, IF IT ISN'T GOOD OL' DOC-- **HUH ?!**

OOPS!

EEEEEK! POLICE! HELP!

OKAY--HOLD IT RIGHT THERE, MISTER!

RRRRRR

FINALLY! SOME **ACTION!**

OH... IT'S JUST YOU, SPIDER-MAN. SORRY TO BOTHER --

JUST ME? **JUST ME??** I'M **SPIDER-MAN!** I'M A **LUNATIC!** A **MENACE TO SOCIETY!!** DON'T YOU READ **THE BUGLE??**

WHAT KIND OF COP **ARE** YOU, ANYWAY?!

YOU OKAY, GUY? IF YOU'VE HAD A FEW, I CAN DRIVE YOU HOME...

WHAT?-- NO. NO, THANKS, OFFICER. BUT I APPRECIATE THE OFFER.

SHEESH! OUT OF ALL THE COPS IN NEW YORK, I GOTTA GET "**OFFICER FRIENDLY!**"

AND SO, DEJECTEDLY, PETER RETURNS TO HIS ALL TOO FAMILIAR APARTMENT...

NAW... I COULDN'T.

PETER DIALS. SEVERAL RINGS LATER, A GRAVELLY, SLEEPY VOICE ANSWERS.

UH... H-HELLO? WHO IS THIS?

HELLO... MR. JAMESON? THIS IS PETER...

PARKER?! OF ALL THE-- YOU LAMEBRAIN! DO YOU KNOW WHAT TIME IT IS?? HOW DARE YOU CALL ME AT THIS HOUR!!

YOU'LL NEVER WORK FOR THE BUGLE AGAIN! SO HELP ME-- IF YOU EVER SHOW YOUR @☆!!%! FACE AROUND MY OFFICE -- I SWEAR I'LL KILL YOU! YOU HEAR ME, PARKER? I'LL KILL YOU!! AND ANOTHER THING...!

Kempul '86

END

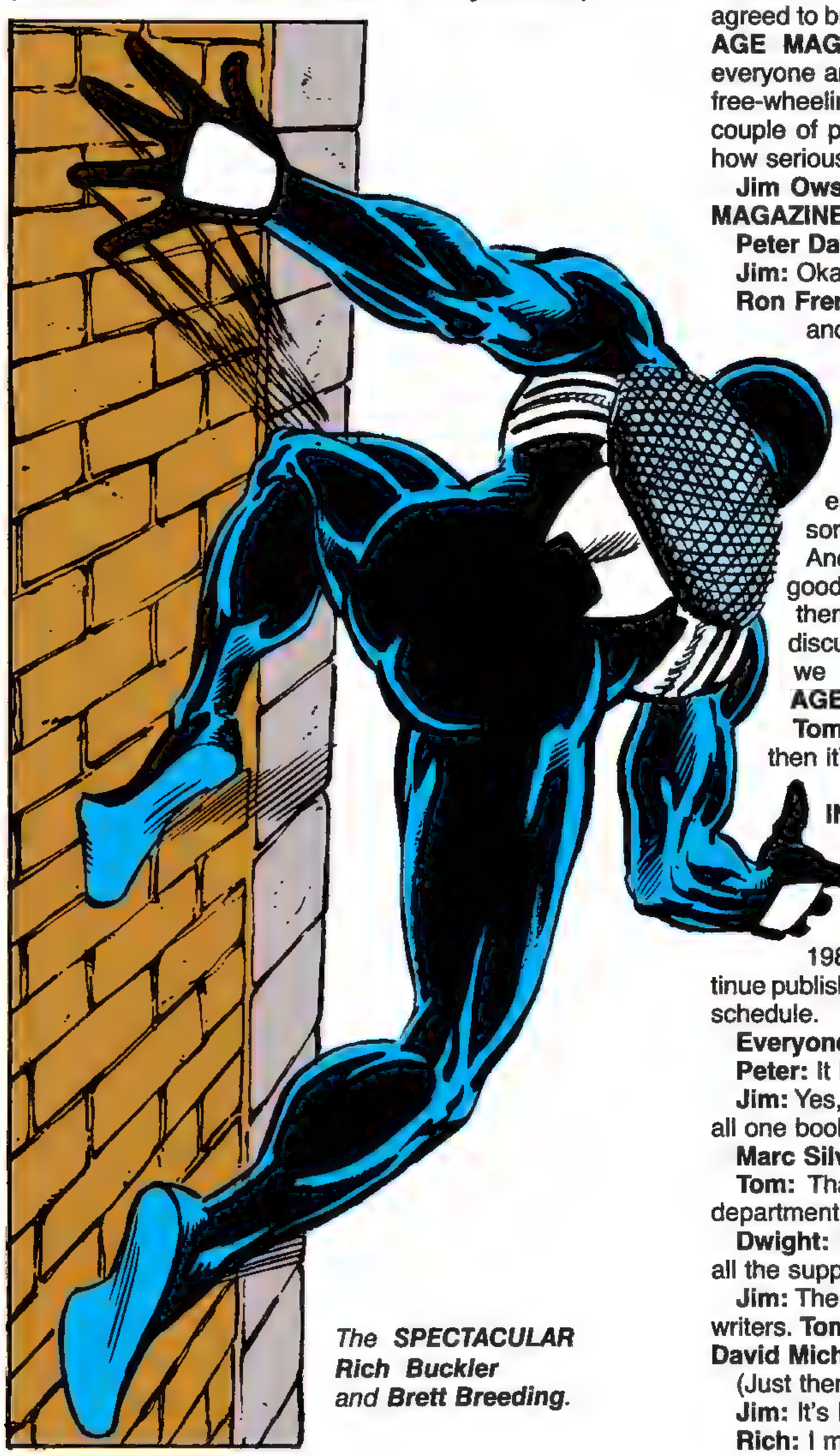
Gerry '86

Marvel Age #33 (December 1985) gave readers a seat at the table with the Spider-Man titles' editorial and creative teams as they planned 1986's storylines.

BEHIND THE LINES

THE FIRST SPIDER-CONFERENCE

The call went out to Chicago, Maryland, Philadelphia, Manhattan, the wilds of Staten Island and even to the farthest reaches of Brooklyn! Only one event could bring together the creative teams of **AMAZING SPIDER-MAN (Tom DeFalco, Ron Frenz** and **Joe Rubinstein**), **PETER PARKER THE SPECTACULAR SPIDER-MAN (Peter David, Rich Buckler** and **Brett Breeding**) and **WEB OF SPIDER-MAN (David Michelinie, Marc Silvestri** and **Kyle Baker**) . . . the **Spider-Man** Conference!



*The **SPECTACULAR** **Rich Buckler** and **Brett Breeding**.*

For three days, beginning the night of June 4th, sequestered behind closed doors in a Manhattan hotel room, **Spider-Man** Editor **Jim Owsley** and the three creative teams plotted, planned and otherwise mapped out the future for **Peter Parker**, his friends, his enemies and his *super powered* friends and enemies.

In the middle of the three-day conference, **Jim Owsley** agreed to briefly lift the cloak of secrecy and allow **MARVEL AGE MAGAZINE** an exclusive opportunity to talk with everyone and learn what will be happening. The result is a free-wheeling and good-humored interview, in which a couple of participants arrived late, and where all revealed how seriously they took their responsibilities.

Jim Owsley: What can we tell him that **MARVEL AGE MAGAZINE** can print?

Peter David: Spider-Man is **Peter Parker.**

Jim: Okay, good . . .

Ron Frenz: And only **Mary Jane, Black Cat, Daredevil** and **Doc Strange** know it. (Laughter.)

Dwight Jon Zimmerman: Maybe we could start by you telling what the purpose of the **Spider-Man** Conference is.

Jim: The purpose of the meeting is to get together in this incredibly large suite here and eat and chit-chat about **Spider-Man**. Basically, some of these people have never met each other. And others only by phone. So I thought it would be a good idea for everyone to get off the phone, bring them all together into the same room to meet and discuss some secret plans for **Spider-Man** that we can't disclose in too much detail for **MARVEL AGE MAGAZINE.**

Tom DeFalco: Because if you know what will happen, then it'll be boring when it appears.

Dwight: Tom, what will be happening in **AMAZING SPIDER-MAN** that you can tell us?

Ron (interrupting): All the big stuff.

Peter: Tom's got all the supporting characters.

Tom: We've decided that for the remainder of 1985 and in the entirety of 1986 that we will continue publishing **THE AMAZING SPIDER-MAN** on a monthly schedule.

Everyone: All right! (Applause.)

Peter: It hung by a thread.

Jim: Yes, we had discussed the possibility of making them all one book. **Peter** had some marketing ideas for it—

Marc Silvestri: A 90-page anthology.

Tom: That's why **Peter** will soon be leaving our sales department.

Dwight: Peter mentioned something about **Tom** getting all the supporting characters. What did he mean?

Jim: The supporting cast was divvied up among the three writers. **Tom** got almost everybody, **Peter** got the dregs and **David Michelinie** got one.

(Just then **Rich Buckler** enters the room.)

Jim: It's **Rich Buckler**! (Applause.)

Rich: I missed everything important, right?

Dwight: Well, with **Rich** now here, maybe we can find out what will be happening in **WEB OF SPIDER-MAN**.

Rich: Can we talk about **Spider-Man's** dog? (Laughter.)

Peter: Who told *you?!?*

Jim: There is an upcoming **Spider-Man—Top Dog** team-up in **PETER PARKER**. We're not joking!

Peter: It's absolutely true. It's going to be in issue #112, a Christmas story. **Top Dog** does a guest shot.

Ron: How about tying **Peter Porker** into the regular continuity?

Jim: Well, we've been discussing that with **Larry Hama** . . .

Tom: Dwight, the problem with telling you about things that will be happening in the **Spider-Man** books is that we never got to that part of the meeting. (Laughter.)

Jim: Let me say this: In 1986, we are going to see a renaissance in **Spider-Man**. I now feel that I have the right people on the right books. I think I have a roomful of extremely talented individuals here and that next year the books are going to come back a lot stronger and tighter than ever. The morale of everyone is extremely great and the quality is going to be super.

This year, with **PETER PARKER THE SPECTACULAR SPIDER-MAN** #107 we started repositioning the book. Towards the end of the year, more like around Christmas, we will be repositioning **WEB OF SPIDER-MAN** in a sensational way. This will happen with issue #14.

The continuity for the books will start to come together in a big way. Some real exciting things will be happening in **AMAZING SPIDER-MAN**. **Tom** will be bringing back **the Hobgoblin**. There will be some radical changes in the book. Can I tell him about the costume?

Tom: Sure.

Peter: You can say anything you want.

Jim: Okay, I'll put it this way, Christmas will mean the end, so help me, of the red and blue suit.

Dwight: Tom, is that right?

Tom: Christmas will be the end of the red and blue suit.

Jim: Also in **AMAZING** there will be a very definite change made in **Peter's** relationship with **Mary Jane**.

Dwight: Peter, what's going to be happening in **PETER PARKER**?

Peter: As we mentioned earlier, issue #112 is going to have a **Spidey/Top Dog** team-up. It was **David Michelinie's** idea.

Ron: It was **David's** idea to do it in ***Peter's*** book! (Laughter.)

Peter: 1986 is going to see us bringing back **the Black Cat** in a way that I think everyone will be happy with. We are going to have a fairly lengthy sub-plot that is going to result in life becoming more and more difficult for **Peter Parker**.

We are going to bring back **Randy Robertson, Joe Robertson's** son. We haven't seen **Randy** for about eight years. **Randy** is going to be married to a lovely woman named **Amanda**. **Amanda** is going to be white—which is going to get a raised eyebrow from **Joe Robertson**. And it will be revealed that **Bambi** is going to be an unwed mother.

Dwight: Okay, **David Michelinie**, now it's your turn to tell us what will be happening in **WEB**.

Jim: He has a supporting cast of one.

Marc Silvestri: That's right. The book is going to be so good, we're only going to need **Peter** and one villain.

David Michelinie: With **WEB**, we're still in the developing stage. We will be accenting his making a living as a photographer more heavily. That will take him to places other than New York City sometimes. We don't have any specific locations as yet. We are also going to try to accent the mysterious to fit in with the title "Web" of **Spider-Man**.

And it is going to look so incredibly good because these guys (patting the backs of **Marc Silvestri** and **Kyle Baker**) are going to be drawing it and making it look terrific.

Marc: And it is going to read so well, because this guy (patting **Dave's** back) is writing it.

Dave: We're going to have some new villains. **Peter** will be working for *NOW Magazine* which is owned by the same company that publishes *The Daily Bugle*. *NOW* is a photojournalist magazine kind of like *LIFE*. He will probably be working a lot with **Joey Mercado** who is our only legitimate supporting character at this particular point. We will be coming up with our own cast of characters, which will of course be appearing in the other **Spider-Man** magazines, but they will originate and appear mostly in **WEB**.

Dwight: Is this your first **Spider-Man** conference, **Dave**?

Dave: Oh, yes.

Marc: How many of us have been to a **Spider-Man** conference?

Ron: We've never all been together before.

Peter: Not all of us, no. There have been **Spider-Man** *writers'* conferences, but not any that had the whole team.

Jim: This is the first official **Spider-Man** conference.

Dwight: Okay. That being the case, speaking to the artists, how has this conference helped you? **Marc Silvestri**?

***WEB** inker **Kyle Baker**—over **Sal Buscema's** pencils.*

*New **WEB** penciler **Marc Silvestri**, from the **REVENGE OF THE LIVING MONOLITH Graphic Novel**.*

Marc: Well, I think that basically, what these things do is give us a chance to talk with the writers face to face and bounce things off each other. As artists, I don't think we're learning anything, but that's not what this conference is for.

I know that **Ron Frenz** and **Tom DeFalco** talk a lot together about their plots—there is a lot of input between them. And I want to try and have that same sort of effort with **David** here. I think that's really best for a book. And with **Kyle** here, **Kyle** is a really good inker and I think that my pencils and his inks are going to blend really well.

Dwight: What do you have to say to that, **Kyle**?

Kyle Baker: Well, I'm going to be inking the book. And I mean that. (Laughter.)

Jim: Would you like to say anything else?

Kyle: Not really.

Dwight: Brett Breeding, what are your impressions?

Brett Breeding: I just think that it's nice to be here with all the people I'm going to be working with and feel that I'm a part of the team.

Dwight: Rich?

Rich Buckler: I'd just like to say that I live on the other end of Staten Island. I took the bus, the boat and the train to get here and I'm still wondering what this meeting is all about. (Laughter.) When **Pete** and I got together for **PETER PARKER**, we were both excited about working together. I like working with **Pete**, he keeps everything fresh, full of surprises. He's very skillful and talented.

What I'm planning to do on **PETER PARKER** is give it a slightly different feel than the other books. I want to handle it as realistically as possible. I think **Pete** reflects that in some of his storytelling. I want to work mainly with mood and characterization. Since I wasn't here earlier, I don't know what's already been said, but I hope that there will be a very tight collaboration among us so that we will do the very best comics we can.

Also, on the look—I'd like to make the visuals more gritty. I want to do as close as I can to film in comics. By that, I don't mean 52 panels on a page, or a 36 panel sequence of a guy throwing a knife or something. I want to do good, fast-paced storytelling.

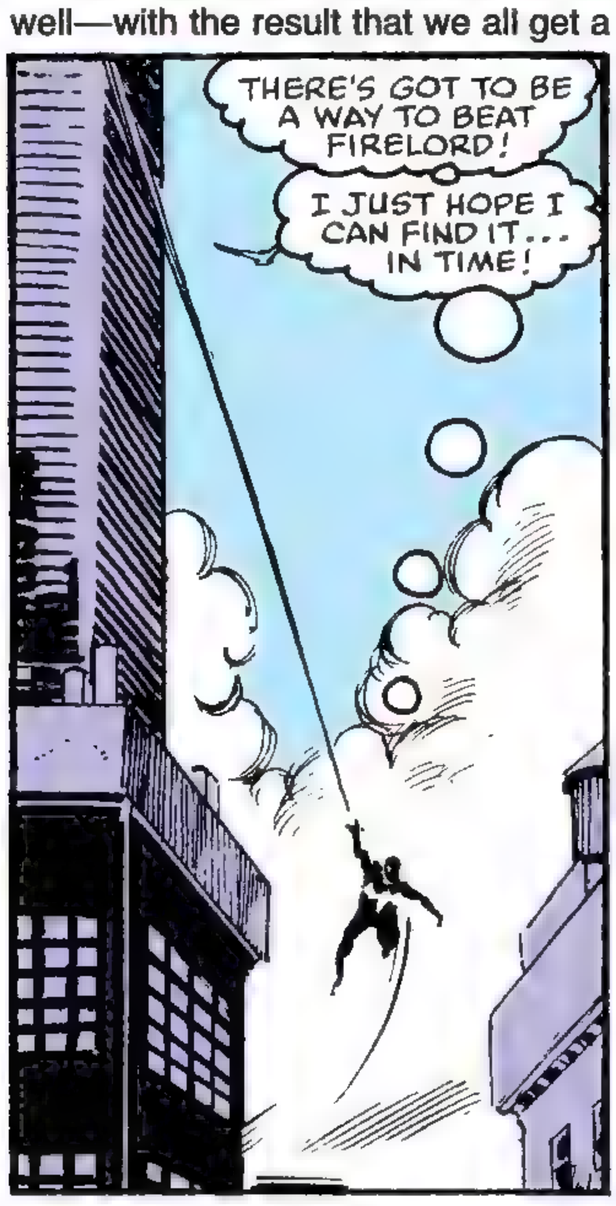
Ron: Marc, do you want to say anything about the tone of **WEB** visually, because **Rich** just talked about it for **PETER PARKER**.

Marc: Well, **Spider-Man** has probably been one of the more interesting characters at Marvel. I think everyone here has always wanted to do **Spider-Man**. When **Jim** offered me the chance to draw **WEB**, I jumped at it. There is still work to be done as far as shaping the book up completely. One of the things in the conference that I'm looking forward to doing is talking with **David** and really deciding once and for all what we want to do. And also talking our ideas over with **Jim**. All I can say is that we're going to try and do the best job we can.

Ron: As far as what **Marc** said about all the pencilers getting together, we didn't get much of a chance to do it today so far, but later on we'll be discussing everyone's visual treatment on the books. It's not so much that we will all draw **Spider-Man** the same way. And it has nothing to do with the idea that we are all going to draw him like **Steve Ditko** did. What we want to do is make sure that we all have in our heads the same base to work from—how big **Spider-Man** is, how brawny he is, what his costume

is made of, how it reflects light, those sorts of things. For that part, I think this conference is going to be a big help for us artists.

Also, what **Marc** said earlier about the pencilers getting involved in plotting, I have been very fortunate working with **Tom**. He has been very receptive to my input. I think that getting everyone—editors, writers, pencilers and inkers—up to that creative degree really does help. A conference like this lets everyone know what's going on in the books and have input, not only on their own book, but the others as well—with the result that we all get a



feeling of being a part of the team. I'm really glad that I'm here. I've gotten to know **Marc, Dave** and all the other guys. Conferences like this help keep the lines of communication open—so that we won't ever run into the problem of becoming at odds with each other in the stories we want to do about **Spider-Man**.

Now, as far as the visual treatment of **Spider-Man** in **AMAZING** is concerned, I have nothing but respect for people like **Rich** who are expanding the parameters of the medium, and people like **Bill Sienkiewicz** and **Walt Simonson** who stretch the boundaries of comic book storytelling. I don't do that. I do traditional comic book storytelling. **Tom** and I have a love of **Spider-Man** that goes back to the days when there were the elements of mystery and gritty realism. I want to continue to do that in **AMAZING**.

Above and beyond that, I have to say that it is really a lot of fun doing **Spider-Man**. With all **Peter's** problems and hassles, I do think to myself that it really wouldn't be so bad being **Spider-Man**, you know? **Peter** is not a wimp or a nerd, he's just an average guy, which is one of the reasons I like doing **AMAZING**. In fact, I've wanted to draw **Spider-Man** ever since I was eight years old.

Dwight: Everyone has said how much they enjoy working on **Spidey**, do the people in the series "live" for

*The **AMAZING** art team of **Frenz** and **Rubinstein**.*

you all as well?

Jim: I think that everyone in the three **Spider-Man** comics is very real to us all.

Rich: If they weren't real to us, they wouldn't be to the readers.

Ron: I think **Rich** is right. One of the things that is great about **Spider-Man** is that he functions on so many different levels. **Spider-Man** has attained an Americana-type stature. If you say "**Spider-Man**" to people on the street, they know what you're talking about. And we achieved this level of recognition by remaining true to the original concept which is that of the friendly neighborhood super hero who is a guy who puts on a funny suit and goes out and does what he can to help people. And sometimes he doesn't succeed.

Marc: Spider-Man's basic appeal is his humanity.

Jim: Spider-Man is a guy who puts on this suit, goes out and finds some bad guys that he can fight and take pictures of himself fighting these bad guys and sell them to *The Daily Bugle* so that he can get the money to pay his rent.

Ron: I'll buy that to a degree, because that's been established as a part of **Peter's** personality. But **Peter Parker** also does what's right because he's a compulsive do-gooder.

Tom: "With great power comes great responsibility."

(**Joe Rubinstein** enters.)

Jim: Joe, everyone's commented on how they see **Spider-Man**, tell us what you think.

Joe Rubinstein: Spider-Man, I think, is probably the best book there is for kids who are sort of alienated. They can identify with him. I also think he is very noble, because I can't think of any other good reason why he goes

out and fights people.

Ron: Right. Even though **Peter** felt guilty about **Uncle Ben's** death, I don't think that he functions on guilt. **Peter** was brought up right. And when the chips are down, he does right. He goes out and fights crime with these great powers he has because it is the right thing to do. That was part of the noble inspiration **Uncle Ben** and **Aunt May** gave him.

—Dwight Jon Zimmerman

This subscription ad riffing on John Romita's famous *The Amazing Spider-Man* #39 cover appeared in January through March 1986 Marvel titles.

TIME IS RUNNING OUT

Order NOW and a 13 issue subscription can be yours for only $6.50– only 50¢ per issue.

The same issues on the newsstand are 65¢.

Hurry! This holiday offer expires January 31st, 1986. Don't miss this chance to get your favorite Marvel titles at our special holiday price.

It saves you a big 23%.

© TM & © 1985 Marvel Comics Group. All Rights Reserved.

PLUS:

- ★ Lowest Price on Renewals!
- ★ Hot-Off-The-Press copies!
- ★ Refund Guaranteed!
- ★ All Copies Mailed Wrapped!

Just fill out coupon below or make a copy and mail with payment.

HOLIDAY COUPON—ONLY 50¢ PER ISSUE!

- ☐ ALPHA FLIGHT
- ☐ AMAZING SPIDER-MAN
- ☐ AVENGERS
- ☐ CAPTAIN AMERICA
- ☐ CLOAK & DAGGER
- ☐ CONAN
- ☐ DAREDEVIL
- ☐ DR. STRANGE
- ☐ FANTASTIC FOUR
- ☐ INCREDIBLE HULK
- ☐ INDIANA JONES
- ☐ IRON MAN
- ☐ MARVEL TALES
- ☐ NEW MUTANTS
- ☐ PETER PARKER
- ☐ POWER PACK
- ☐ RED SONJA
- ☐ STAR WARS
- ☐ THE X-FACTOR
- ☐ THOR
- ☐ WEB OF SPIDER-MAN
- ☐ WEST COAST AVENGERS
- ☐ X-MEN

Special Titles			
☐ MARVEL AGE	$4	☐ DREADSTAR	$8
☐ G.I. JOE	$8	☐ ALIEN LEGION (6 iss)	$8
☐ SECTAURS	$8	☐ SWASHBUCKLERS (6 iss)	$8
☐ ELF QUEST	$8	☐ CONAN THE KING (6 iss)	$10
☐ TRANS- FORMERS	$8	☐ MARVEL SAGA	$11
☐ GROO THE WANDERER	$8	☐ MARVEL FANFARE	$14
		☐ SAVAGE SWORD OF CONAN	$17

☐ Enclosed is $6.50 per title 13 issues each.

FIRST INITIAL ONLY • LAST NAME

Name

Address

City

State Zip

Please Mail to: Marvel Comics Group
Subscription Dept.
387 Park Avenue South
New York, NY 10016

Canada and Foreign: Add $2.00 per titles KEY #: SEPT–85

Make checks or money orders payable (U.S. Funds) to Marvel Comics. Allow 10 weeks for delivery.

This production photostat from Marvel's archives reveals Mike Harris' original take on the background of *The Amazing Spider-Man* #278 cover.

The Amazing Spider-Man #274, page 19 original art
by Ron Frenz, Josef Rubinstein, Tom Morgan, James Fry, John Romita & Russ Steffens

AMAZING SPIDER-MAN #274 19.

IT'S GWEN-- THE ONLY WOMAN I'VE EVER LOVED!
SHE'S PLUMMETING TO HER DEATH...JUST LIKE BEFORE!
BUT, I CAN'T LET HER DIE! NOT AGAIN!
OH, NO! I INSTINCTIVELY TRIED TO FIRE A WEBLINE, BUT I'M NOT WEARING MY SHOOTERS!
GOTTA THINK--
THAT FLAG-POLE--!
IF ONLY I CAN HIT IT JUST RIGHT--!
UGGN THAT PUT A TERRIBLE STRAIN ON MY KNEES--BUT, I'VE GOT TO IGNORE THE PAIN!
THIS IS IT--!
I WON'T GET A SECOND CHANCE!
GOTCHA!!
YOU'RE GOING TO MAKE IT, PRETTY LADY!
YOU'RE SAFE NOW!

TOM MORGAN

19

Courtesy HeritageAuctions.com

The Amazing Spider-Man #274, page 20 original art
by Ron Frenz, Josef Rubinstein, Tom Morgan, James Fry, John Romita & Russ Steffens

ASM 274 20

20

EVERYTHING'S GOING TO BE ALL RIGHT. *I DID IT!* I MANAGED TO SAVE YOU THIS TIME.

WHAT GOOD DOES THAT DO ME NOW, PETER?

I'M ALREADY DEAD!

YOU HAD YOUR CHANCE TO SAVE ME WHEN IT REALLY MATTERED-- AND, *YOU FAILED!!*

I COUNTED ON YOU TO PROTECT ME! I WAS *YOUR* RESPONSIBILITY!

WHY SHOULD I, PETER?

GWEN, *WAIT--!!*

BUT, YOU OBVIOUSLY DIDN'T CARE ENOUGH TO COME THROUGH FOR ME!

I LOVED YOU, GWEN!

I...

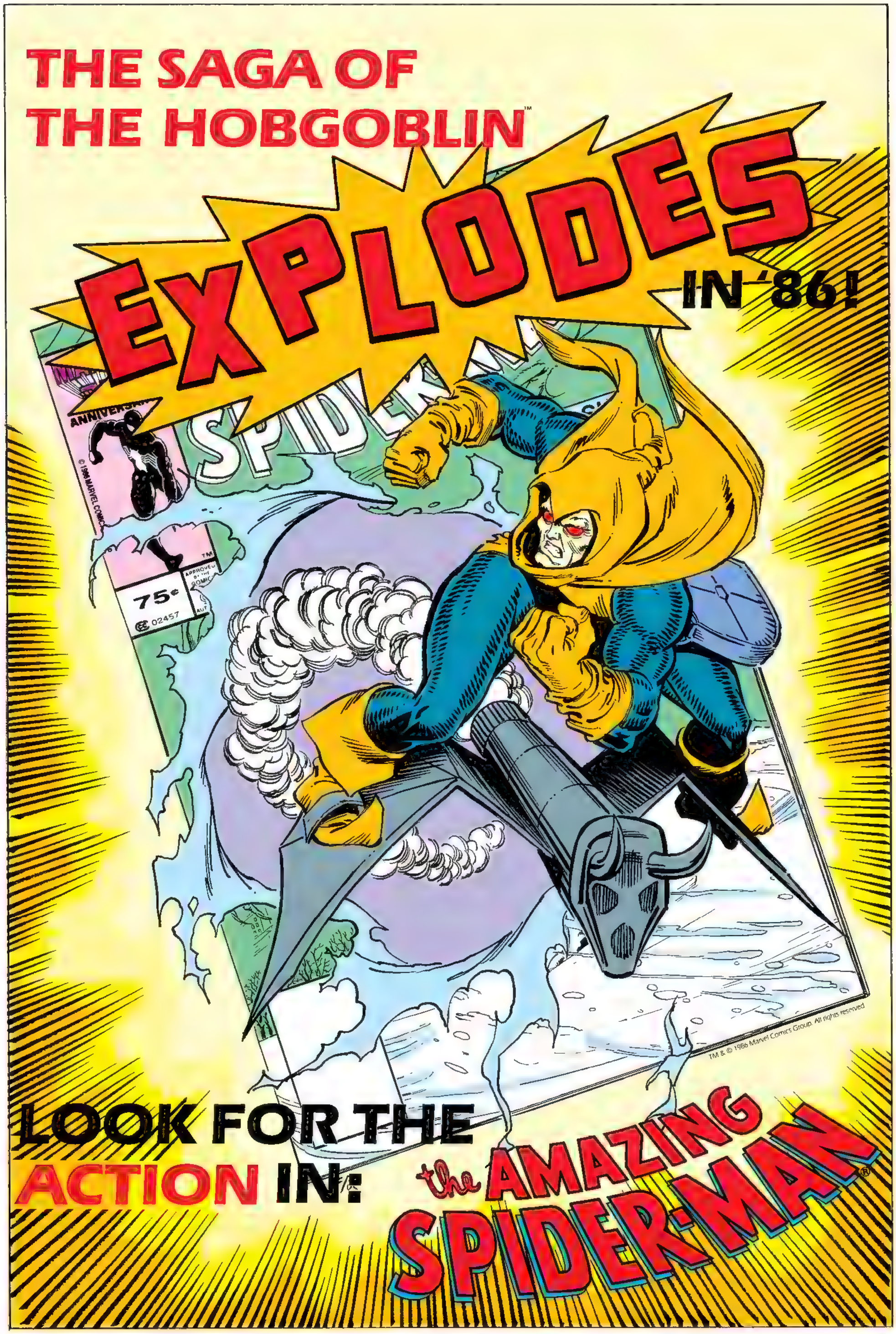
...LOVED YOU!

NO!!

TOM MORGAN

Courtesy HeritageAuctions.com

The Hobgoblin bursts from *The Amazing Spider-Man* #277 cover in this house ad featured in June 1986 titles.



The Amazing Spider-Man house ad original art with production/lettering overlay
by Ron Frenz & Josef Rubinstein

MARVEL COMICS AD #JUNE 86

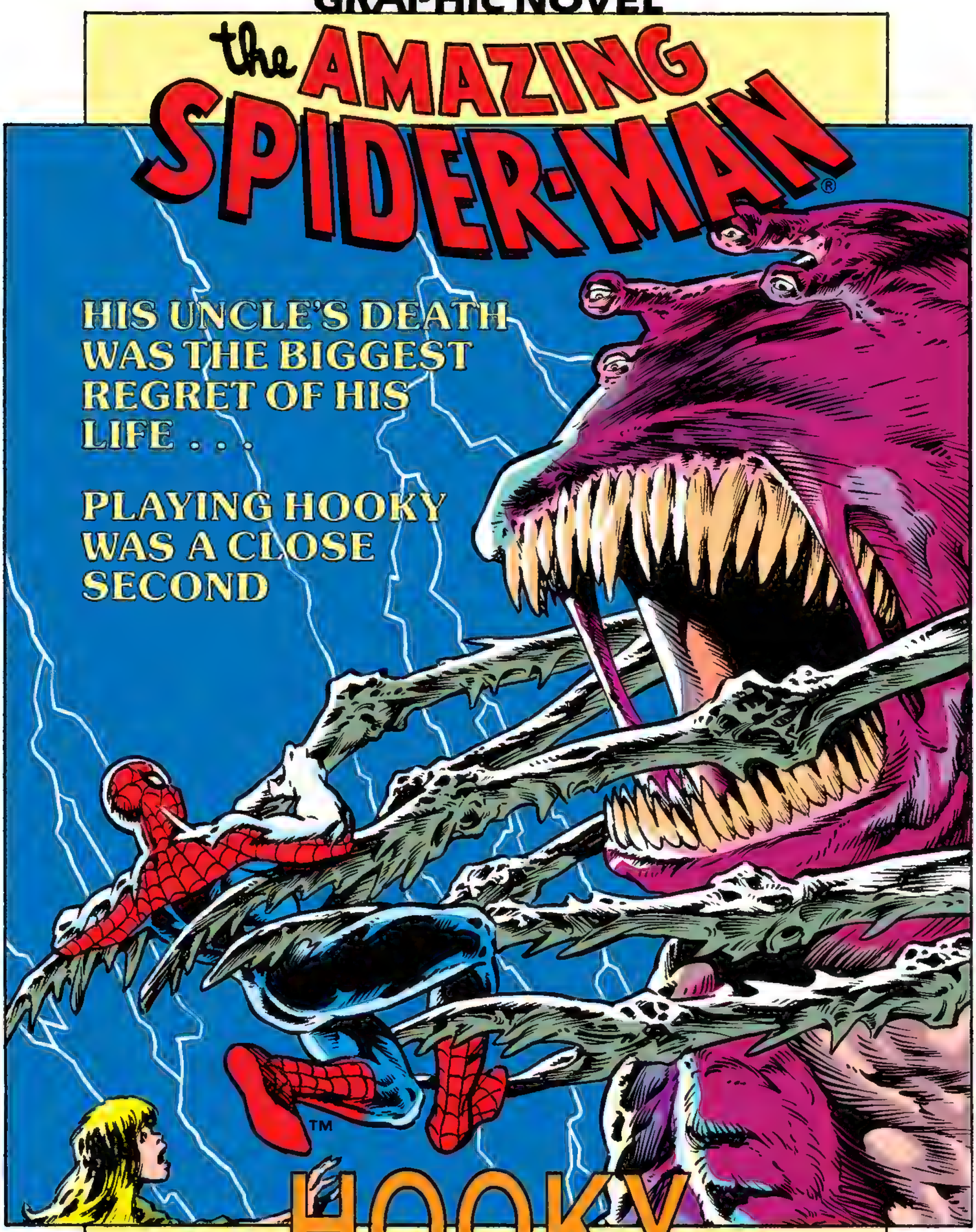
THE SAGA OF
THE HOBGOBLIN™
EXPLODES
IN '86!

LOOK FOR THE
ACTION IN:
the AMAZING SPIDER-MAN®

STORY FRENZ / Rubinstein

Courtesy Guy Van Gompel

Marvel Graphic Novel #22 house ad
from August 1986 titles



Marvel Graphic Novel #22, page 43 original art
by Bernie Wrightson & Michele Wrightson

P9 43

Courtesy HeritageAuctions.com

Marvel Graphic Novel #22, page 45 original art
by Bernie Wrightson & Michele Wrightson

Courtesy HeritageAuctions.com

The painted artwork for *Marvel Graphic Novel* #22 didn't utilize the "blue line" color method with the illustration on a separate black plate and the painted color reproduced only with the cyan, magneta and yellow plates. To ensure that the lettering reproduced clearly and without screening, it was done on vellum overlays.

Courtesy HeritageAuctions.com

From December 1985–July 1986 *Marvel Tales* continued sequential reprints of the iconic Stan Lee/John Romita *The Amazing Spider-Man* era.

Reprinting *The Amazing Spider-Man* #42-45

COLLECTOR'S ITEM CLASSIC

MARVEL 25TH ANNIVERSARY

MARVEL TALES

SPIDER-MAN

© 1985 MARVEL COMICS GROUP

75¢ 186 APR 02476

APPROVED BY THE COMICS CODE AUTHORITY

WHO *SAYS* THIS ISN'T THE *MARVEL AGE* OF VILE NEW VILLAINS? YOU AND SPIDEY ARE ABOUT TO BE JOLTED BY:

"The SINISTER SHOCKER!"

COLLECTOR'S ITEM CLASSIC

MARVEL 25TH ANNIVERSARY

MARVEL TALES

STARRING

SPIDER-MAN

© 1986 MARVEL COMICS GROUP

75¢ 187 MAY 02476

APPROVED BY THE COMICS CODE AUTHORITY

WOULD'JA BELIEVE... KRAVEN THE HUNTER!

COLLECTOR'S ITEM CLASSIC

MARVEL 25TH ANNIVERSARY

MARVEL TALES

STARRING

SPIDER-MAN

© 1986 MARVEL COMICS GROUP

75¢ 188 JUNE 02476

APPROVED BY THE COMICS CODE AUTHORITY

THE VULTURE'S BACK--- AND SPIDEY'S GOT 'IM!

COLLECTOR'S ITEM CLASSIC

MARVEL 25TH ANNIVERSARY

MARVEL TALES

STARRING

SPIDER-MAN

© 1986 MARVEL COMICS GROUP

75¢ 189 JULY 02476

APPROVED BY THE COMICS CODE AUTHORITY

YOU NAME IT...

..THIS ONE'S GOT IT!

Reprinting *The Amazing Spider-Man* #46-49

The Very Best of Spider-Man (1994) TPB cover
by Steve Lightle

Reprinting *Amazing Fantasy* #15, *The Amazing Spider-Man* #33, #50, #248, #271, #317, #365 and *The Spectacular Spider-Man* #189

INTRODUCTION
BY STAN LEE
FROM THE VERY BEST OF SPIDER-MAN TPB (1994)

Know something? I'm glad I wasn't the editor of this book! Imagine trying to pick the best best Spider-Man stories from the past 30-plus years! It's more than I could handle!

The problem is, I'm a dyed-in-the-webbing Spidey fan. I love all his amazing, arachnidish adventures, whether they're among the early ones on which I collaborated with Steve Ditko, John Romita and the many other awesome artists with whom I've been privileged to work; or whether they were written and drawn by any of the countless other titanically talented creative teams during the years that followed.

Apparently you, and millions of other fans, feel the same way, because Spidey's popularity has endured and grown for all these long, exciting years. Still, even before his first appearance in 1962, I remember how all the so-called comic book experts laughed at us, saying that nobody would buy a strip about a mere teenager, especially one called Spider-Man, because people hated spiders! WE were also told that fans wouldn't want to read about a loser who lives with his widowed aunt and is usually in debt, not to mention the fact that he even has to worry about his schoolwork.

As you might imagine, it took more than a little nerve to defy such conventional wisdom and recklessly inflict Peter Parker's alter ego upon such an unsuspecting world!

But fans such as you proved we were right, and you also helped to teach us a great lesson, which is—stick to your convictions! Your friendly neighborhood web-swinger follows that edict every day of his life. Maybe that's his secret! Maybe that's why he's been #1 all this time!

And hey—thanks for making him the world's most popular super hero!

EXCELSIOR!

1994

AFTERWORD
BY DANNY FINGEROTH
FROM THE VERY BEST OF SPIDER-MAN TPB (1994)

Maybe we lied.

Maybe it wasn't the very best of Spider-Man.

Then again, maybe it was.

Some of us thought it was. Others quibbled about it. Why wasn't this writer or this artist or this era represented?

Everybody's "very best of" is different. If we polled everybody at Marvel—not to mention the millions of Spider-readers all over the world—everybody would have a different list. Your very best is someone else's very worst.

So how did we come up with them?

It wasn't easy. We had so much to choose from. And we knew that, for space reasons, we'd have to leave out some of Spidey's greatest adventures ever. So the Spider-editorial staff looked over all the collected Spider-works and each made our own lists and fought over them and called each other names for leaving out certain ones. And for including certain ones. We weren't getting anywhere.

We gave up for the night. Went home.

And when we got back the next morning, a new list appeared, stuck to the door of the office where we had left the others.

It was in handwriting unlike that of anyone who works here. And there seemed to be some sticky traces of something holding it to the door…stuff that turned to dust as we looked at it.

The list was the final set of stories that we put in the volume you just read. It was signed "an interested party." We liked what was on it. We decided to take it as a word from a source more qualified than any of us, to go with what was on it.

And that's how this book came to be. Really.

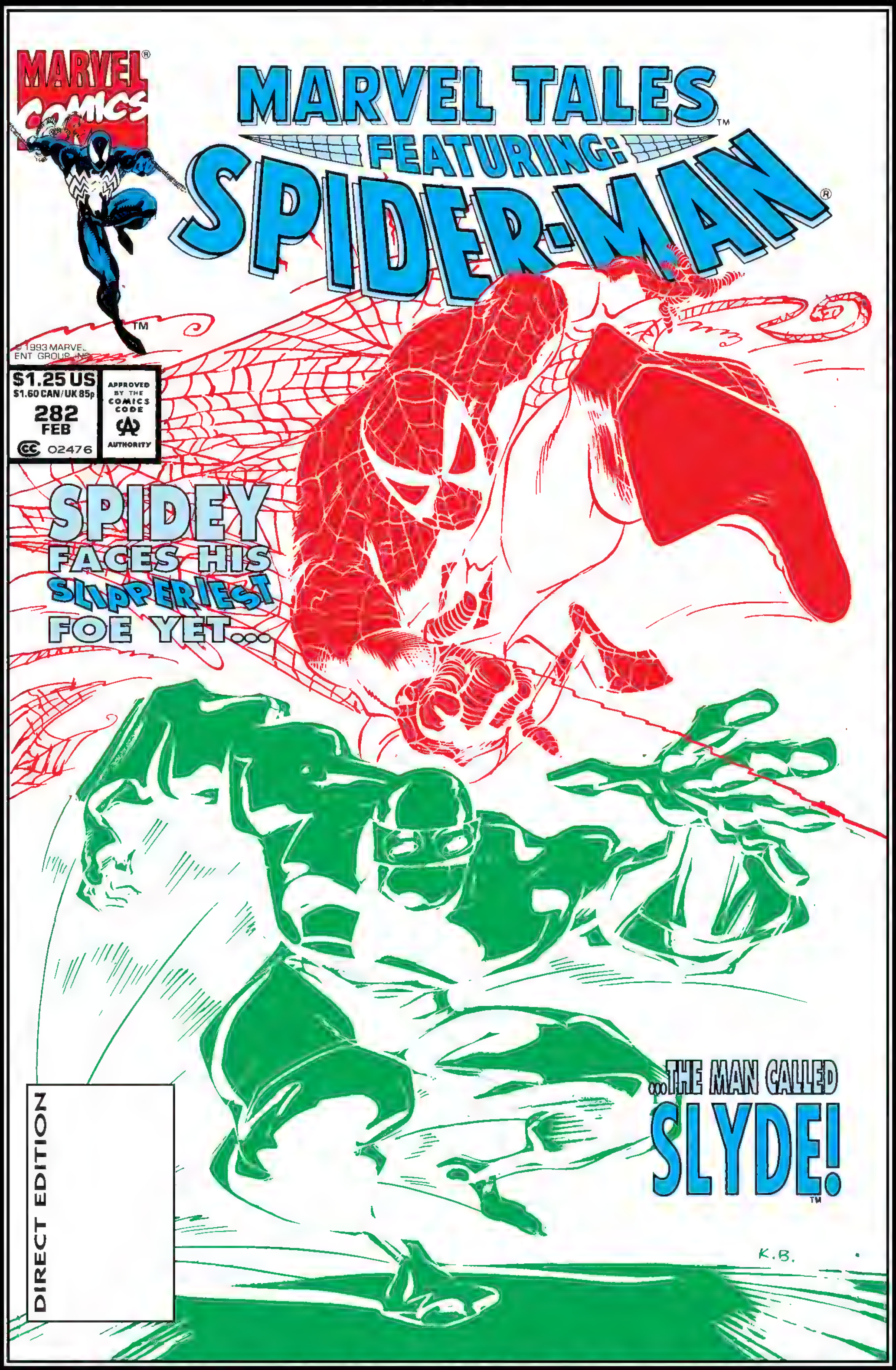
After all…we wouldn't lie.

– Danny Fingeroth
Spider-Man Group Editor
1994

Marvel Tales #281 (January 1994) cover
by Ron Lim & Bud LaRosa

Reprinting *The Amazing Spider-Man* #271

Marvel Tales #282 (February 1994) cover
by Kyle Baker



Reprinting *The Amazing Spider-Man* #272

Marvel Tales #283 (March 1994) cover
by Ron Lim & Sam de la Rosa

Reprinting *The Amazing Spider-Man* #275

Marvel Tales #284 (April 1994) cover
by Ron Lim & Keith Williams

Reprinting *The Amazing Spider-Man* #276

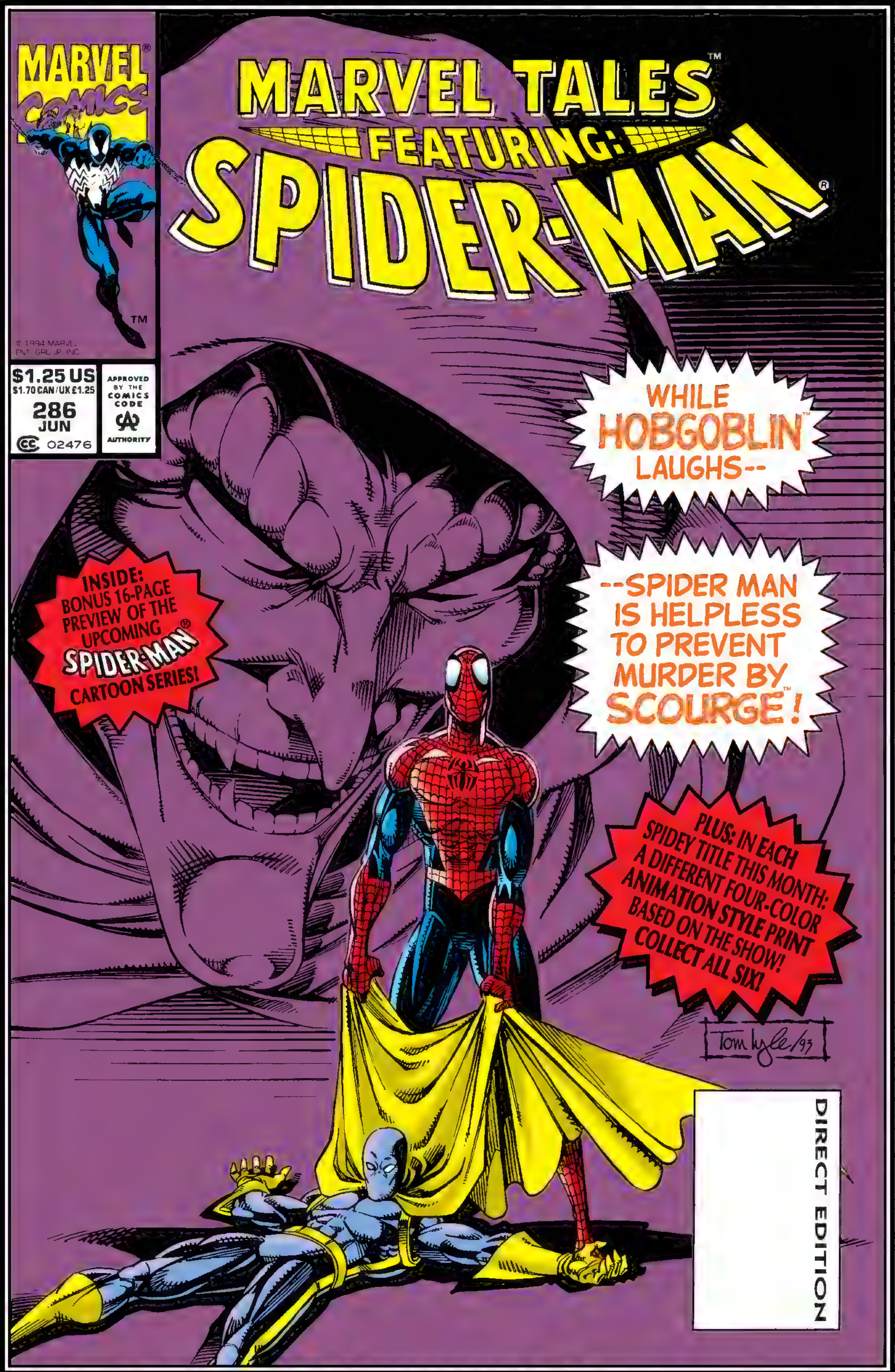
Marvel Tales #285 (May 1994) cover
by Scott Kolins

Reprinting *The Amazing Spider-Man* #277

Marvel Tales #286 (June 1994) cover
by Tom Lyle

Reprinting *The Amazing Spider-Man* #278

The polybagged direct market edition of *Marvel Tales* #281 featured a metallic ink cover and a sixteen-page preview of the 1994-98 *Spider-Man: The Animated Series*.



Reprinting *The Amazing Spider-Man* #278

BIOGRAPHIES

TOM DEFALCO

Writer/editor Tom DeFalco broke into the comic book industry in 1972 at Archie Comics. After serving in a staff position where he inaugurated the highly successful line of Archie digests, he would later begin writing for the Archie line. By the late '70s, he also had a stint on *Superman Family* and stories in *Marvel Two-In-One* and *Avengers*. He joined with iconic Marvel artist Steve Ditko on *Machine Man* in 1980 and launched Marvel's first direct-market exclusive title, *Dazzler*.

By 1981, he had begun to work solely for Marvel, returning to *Marvel Two-In-One* for a 13-issue run. Soon after, DeFalco transitioned to editing, with a stable including the Spider-Man family of titles, *Micronauts*, *Ghost Rider*, *G.I. Joe* and *Marvel Super-Heroes Secret Wars*. In addition to his editorial role, he still wrote a handful of titles, most notably *Amazing Spider-Man* and the 1984 *Machine Man* limited series illustrated by Barry Windsor-Smith and Herb Trimpe. In 1987, DeFalco began a celebrated run on *Thor* with artist Ron Frenz. Soon after that, he was named Marvel's editor-in-chief. A need to make up for a budget shortfall at the beginning of his EIC tenure led DeFalco to launch a line of deluxe hardcover reprints—the *Marvel Masterworks*. Under his guidance, creative freedom at Marvel expanded, as did the line of titles, and the company marked its highest-selling titles of all time, including Claremont and Lee's *X-Men*, McFarlane's *Spider-Man* and Liefeld's *X-Force*. All the while, DeFalco continued writing *Thor*, where he introduced the New Warriors and Thunderstrike.

After his tenure as editor-in-chief ended, he kept on writing for Marvel, where he was heavily involved in the Spider-Man "Maximum Carnage" and "Clone Saga" storylines. In 1998, DeFalco and Frenz teamed on an issue of *What If?* for a pivotal character debut. They introduced Mayday Parker, A.K.A. Spider-Girl, a heroine that proved to be so popular that a whole universe was built around her and the adventures of her peers. The MC2 Universe was guided and developed by DeFalco, with *Spider-Girl* leading the pack in popularity, withstanding commercial pressures and notching 100 issues thanks to a legion of loyal fans. Since his work on *Spider-Girl* wrapped up in 2010, DeFalco has returned for a stint on Archie's flagship title, written *Superboy* for DC and kept busy with various freelance projects.

RON FRENZ

Few can match Ron Frenz when it comes to consistency and longevity as an artist. He notched accomplished runs on the field's two most revered and influential characters, Spider-Man and Superman, and carried each through controversial new costume designs. When the 22-year-old broke into the industry, he began as co-penciler of *Ka-Zar the Savage*, and then *Star Wars*. Proving himself on those books, Frenz succeeded John Romita Jr. on *Amazing Spider-Man*, his artwork channeling Steve Ditko's original web-slinger. Next, he joined Tom DeFalco on a six-year-long run on *Thor* with a new look and identity for Marvel's Thunder God. Their efforts led to *Thunderstrike*, a spin-off title featuring Eric Masterson, and the creation of the New Warriors. After an influential run on DC's *Superman*, Frenz returned to Marvel to team with DeFalco on the launch of the MC2 Universe, home of Spider-Girl, the fan-favorite Marvel heroine, for which he drew dozens of issues right up to her final miniseries, *Spectacular Spider-Girl*. In 2001, Frenz joined Kurt Busiek and Erik Larsen on their revival of *The Defenders*, and was part of the jam unit that drew the Lee/Kirby homage *Fantastic Four: The World's Greatest Comics Magazine*. Frenz lent his talents to the 2013 IDW revival of *G.I. Joe: A Real American Hero* with series originator Larry Hama and continues to work on projects with his longtime collaborator Tom DeFalco.

RICH BUCKLER

Rich Buckler, along with John Buscema and George Pérez, helped define the '70s era of Marvel's flagship title, *Fantastic Four*. His dynamic style and muscular figurework carried on the tradition set by Jack Kirby. Buckler's first published artwork was a backup in King Feature's 1967 *Flash Gordon* #10, and in 1970 he landed work on Warren's *Eerie* and *Creepy* horror magazines. After illustrating a few backup stories at DC Comics, he turned to Marvel for his first feature work. By 1973, he was turned loose on *Fantastic Four* and other Marvel ongoing series like *Jungle Action* (featuring Black Panther) and *Astonishing Tales*, in which he and writer Doug Moench launched Deathlok the Demolisher. The post-apocalyptic story of Col. Luther Manning, their run on "Deathlok" was a defining vision of a future gone wrong. Its influence and themes of military rule, reanimation and killer cyborgs would be reflected in films from *The Terminator* to *RoboCop*. After a time with DC, where he teamed with Roy Thomas on *All-Star Squadron*, Buckler returned to Marvel for work on *Spectacular Spider-Man*, *New Mutants* and a return engagement with *Fantastic Four* in the late '90s when he collaborated with writers such as Steve Englehart and Walt Simonson. Buckler also had a thriving career outside comics as a surrealist painter. He passed away in 2017 after a battle with cancer.

SAL BUSCEMA

Without a doubt one of comics' most prolific artists, "Our Pal" Sal Buscema joined Marvel in 1968 shortly after his elder brother, John. Tackling inking duties on *Silver Surfer* and *Fantastic Four*, including the all-time classic *Silver Surfer* #4, Buscema quickly graduated to penciling. He was an anchor of the Marvel line in the 1970s with long runs on books like *Captain America*, *Marvel Team-Up* and *The Spectacular Spider-Man* and a 100-plus issue run on *The Incredible Hulk*. Buscema was also behind defining the tone on early issues of *The Defenders*, *Rom* and *The New Mutants*. His career as one of Marvel's most

versatile artists lasted throughout the '70s and into the '90s. In 1988, he returned to *The Spectacular Spider-Man* and over the next ten years penciled every issue but two from #134 through #238 (and inked the vast majority as well!) Although he retired in the late '90s, Buscema has continued to lend his talents to projects from time to time, most notably the cult hit *Spider-Girl*.

PETER DAVID

One of comics fandom's most beloved writers, Peter David has charted a path built around in-depth character study, humor and unwavering reliability. Born in 1956, David's father was a newspaper reporter and film reviewer for the *Newark Evening News*, giving his young son a front-row seat to what it took to be a professional writer. After earning a journalism degree from New York University, David began a struggling career in newspaper writing. Meanwhile, he had also been writing science fiction stories as a hobby and eventually sold a story that was published in a 1980 issue of *Asimov's Science Fiction*. Quitting newspapers, he soon joined Marvel Comics in their sales department working under the innovative Carol Kalish. David had always wanted to write, however, and during his transition from sales to writing, he was offered a chance to start with the Spider-Man family of titles. It was on *The Spectacular Spider-Man* that David made his biggest impression, with a nearly three-year run that included the milestone "Death of Jean DeWolff." After helping launch the New Universe with *Mark Hazzard: Merc*, David began what would become one of the greatest runs of any creator on a Marvel title: A twelve-year stint writing *The Incredible Hulk* that ranks among the series' all-time best. It was on Peter David's *Hulk* that Todd McFarlane first became a superstar artist and David and collaborator Dale Keown later won an Eisner Award for Best Writer/Artist Team.

In 1987, David also picked up work with DC, writing a Green Lantern serial in *Action Comics Weekly* and enjoying a long stint on *Star Trek*. The following year, he took over the writing chores of Jim Starlin's *Dreadstar* for First Comics. In the early '90s, David started a critically-acclaimed tenure on *X-Factor* and created the future Spider-Man Miguel O'Hara in the million-selling debut of *Spider-Man 2099*. Other Marvel highlights included *Hulk: Future Imperfect* with George Pérez and the adventures of Genis-Vell in *Captain Marvel*. At DC, David scripted *The Atlantis Chronicles*, a seven-issue miniseries that charted the rise and fall of Aquaman's kingdom of Atlantis, and also kicked off a four-year run on *Aquaman*. Other titles he would write included *Supergirl*, *Young Justice* and *Fallen Angel*.

In the 2000s, David would return to helm an *X-Factor* revival, write *She-Hulk* and *Friendly Neighborhood Spider-Man* and collaborate with Stephen King on a comics adaptation of *The Dark Tower*. During his entire writing career, David has also worked extensively in mediums outside of comics. He has written several novels, including *Sir Apropos of Nothing*, the Arthurian fantasy novels *Knight Life* and *One Knight Only* and numerous movie novelizations and entertainment tie-ins, particularly in the Star Trek mythos. His popular comics industry column "But I Digress" has been collected in a pair of books, and he has written a well-received instruction book, *Writing for Comics with Peter David*.

STEVE DITKO

The incomparable Steve Ditko began his career in comics in the 1950s, drawing for Charlton Comics and some of the usual science fiction, horror and mystery titles of the era. His style, however, was anything but "the usual," and it would prove to be as instantly recognizable as some of the iconic characters he would later introduce. His clean and lean figure work somehow took on a life singularly its own, often springing idiosyncratically across the page, channeling the kind of comic art energy that few others dared to attempt.

Born in Pennsylvania in 1927, Ditko studied illustration under Jerry Robinson at the Cartoonists and Illustrators School in New York. In 1953, he embarked on his career in comic storytelling by penciling odd, otherworldly tales in books like Charlton's *Space Adventures* and *Strange Suspense Stories*. His reputation grew as a draftsman who mixed powerfully evocative images into otherwise standard comics fare.

Recruited to join Stan Lee's small stable of artists in 1958, Steve's nuances were a noticeable contrast to Jack Kirby's boldness, and together they acted as the line's prime artistic movers. New titles like *Tales to Astonish* and *Tales of Suspense* joined overhauled series like *Journey Into Mystery* and *Strange Tales*, with Steve's eerie, *Twilight Zone*-tinged stories adding a hint of ominous paranoia to the texture of those anthologies. His style was so one-of-a-kind that he eventually got a book to call completely his own: In 1961, *Amazing Adventures* was retitled *Amazing Adult Fantasy* and given over completely to Ditko and Lee's collaborations.

But it was a certain wall-crawler who premiered later the next June that would confirm Steve Ditko's place in comics history. In 1962, in the pages of *Amazing Fantasy*, he and Stan Lee brought to life Peter Parker, the Amazing Spider-Man. The troubled teen hero proved so popular that he was given his own series, the first 38 issues of which are ensconced as one of the all-time great runs in comics history. Another Ditko character, Doctor Strange, was an incredible influence on artists for years to come, with Ditko's mind-bending delineations of the Master of the Mystic Arts setting all kinds of (unintended) standards for pop art psychedelia.

Leaving Marvel Comics in 1966, he worked for Charlton again, drawing titles like *Captain Atom* and *Blue Beetle*. In the '70s, he worked for DC, launching *Shade, the Changing Man*, and independently published tales of his character, Mr. A, who exemplified Ditko's firm belief in Ayn Randian Objectivism. In the latter part of his career, he returned to Marvel, working there in the late '70s and throughout the '80s. Ditko was inducted into the Eisner Hall of Fame in 1994 and continued to add to his prolific body of work through self-publishing until his death in 2018.

JO DUFFY

Like a lot of fans who would later turn pro, Jo Duffy first gained notice at Marvel by writing countless letters to her favorite comics. Her ardent fandom was memorialized in a 1977 issue of *Iron Man*, in which she was depicted in a throng of autograph hounds at San Diego Comic-Con. She was hired at Marvel that same year by then-editor-in-chief Archie Goodwin as a proofreader, but would soon work her way up the editorial ranks, presiding over titles including *Doctor Strange*, *ROM*, *Savage She-Hulk* and *Daredevil*, which coincided with the arrival of Frank Miller as penciler. Miller described Duffy as his "guardian angel," mentoring him as an artist and writer. In 1982, Duffy would join Goodwin for the launch of Marvel's creator-owned Epic imprint, where she helped launch Steve Englehart and Steve Leialoha's *Coyote* and Jim Starlin's *Dreadstar*. An ardent fan of manga, Duffy spent years lobbying to bring Japanese titles to Marvel, and in 1988 it paid off with Katsuhiro Otomo's *Akira*. This seminal, long-running series opened the door to the North American market for manga, and Duffy herself adapted the scripts. Among Duffy's other writing credits were long stints on *Star Wars* and *Power Man and Iron Fist*, the mutant miniseries *Fallen Angels*, the toy tie-in series *The Saga of Crystar: Crystal Warrior* and several issues of *Speedball* and *Wolverine*. She also wrote the graphic novel *The Punisher: Assassin's Guild*. At DC, she scripted a pair of Batman stories and wrote the first fourteen issues of the 1993 *Catwoman* series. In 2002, Duffy teamed with Kurt Busiek to script the series *The Order*, which reunited the classic lineup of the Defenders.

MIKE HARRIS

A graduate of New York's School of Visual Arts, Mike Harris' first years as a freelancer in comics in the mid-'80s saw him draw stories for Marvel, DC and indie publishers. His primary work at DC was on the Roy Thomas-scribed series *All-Star Squadron*. At Marvel, he settled into a recurring role drawing *Web of Spider-Man*, where he co-created the characters Chance and the Foreigner with writer David Michelinie, and also penciled an issue of the flagship title, *The Amazing Spider-Man*. It was in his early days as a professional comics artist that Harris enlisted in the New York Army National Guard in the 1-101st Cavalry. Balancing both comics and military service, he was commissioned as an officer in 1988. In the '90s, Harris' output at Marvel reflected his interest and experience in military-related material, with stints drawing *The 'Nam* and *Punisher War Zone*. He left comics behind in the mid-'90s, moving to the computer game and animation industries. His military service eventually saw him put into active duty for combat tours in Iraq. He retired from the army in 2016 with the rank of lieutenant colonel.

STAN LEE

Stanley Lieber was born in New York City in 1922, the oldest son of Jewish immigrants from Romania. Upon an early graduation from high school, Stan was thrust in to the Depression-era economy. Meanwhile, Martin Goodman's Timely Comics needed staff, and Stan, Goodman's wife's cousin, joined as an assistant editor. His youthful aspiration was to one day write the "Great American Novel," so for his comic book work he adopted a pseudonym: Stan Lee. This way, he could reserve his real name for that novel-to-be.

He quickly graduated from simple text pieces to full-length stories, and before long his proficiency on the job earned him the position of managing editor while still a teenager. His tenure in the '50s saw the company's expansion (under the name Atlas) to include horror, crime, Western, war, satire and romance comics.

All this was a prelude to the Marvel Age of Comics, ushered in under the auspices of Stan Lee and a small stable of artists including the formidably talented Jack Kirby and Steve Ditko. Responding to Martin Goodman's challenge to find a way to revitalize dwindling sales, Lee figured he would co-opt the super-hero revival at DC Comics and add his own magic to the mix: Instead of being perfect invulnerable champions, Marvel's heroes would be normal, fallible, imperfect people forced to cope with their newfound superhuman traits just as the average person might.

Lee's innovation sent shock waves throughout comics, and within a few years, Marvelmania was taking hold. Under his direction, the Fantastic Four, Spider-Man, Iron Man, Thor, Doctor Strange and the Incredible Hulk flourished in the shared universe they inhabited. Lee developed the idea that these larger-than-life heroes would meet each other in crossovers from title to title, thus broadening the story possibilities for eager fans.

In addition to bringing a new twist to the life of the super hero, Lee also brought the reader inside Marvel's "Batty Bullpen," creating a sense of camaraderie and special membership. His friendly and enthusiastic banter in letters pages, house ads and Bullpen Bulletins brought Marvel Comics to a level of familiarity with their fans that had kids and college students proudly professing themselves to be "True Believers."

At one time, Lee wrote virtually every comic that Marvel published during the '60s. But when he was promoted to publisher in 1971, his writing had to take a backseat, and by the mid-'70s, he semi-retired from scripting duties. Over the years, Lee has returned to write scripts for the occasional single issue or series, focusing on Marvel's ventures into television and movie development. His standing in the field was recognized with his induction into the Eisner Hall of Fame in 1994. He remained Marvel Comics' single greatest ambassador to the world until his passing in 2018.

CHRISTOPHER PRIEST

Christopher Priest, working under his birth name of James Owsley, broke in at Marvel as an intern and then an editor in the early '80s, working on *Crazy Magazine* and the Conan titles. He scripted the 1983 *Falcon* miniseries, was the ongoing writer for *Power Man and Iron Fist* and would pick up the writing reins on *Conan the Barbarian* for a run that renewed the title and

stretched through the end of the decade. Other writing credits of this era included *The Further Adventures of Indiana Jones*, *Daredevil*, *Moon Knight* and "Gang War" in *The Amazing Spider-Man*. In 1987, Priest collaborated with artist Paul Ryan on the Thor graphic novel *I, Whom the Gods Would Destroy*. During a period with DC, he wrote a Green Lantern serial in *Action Comics Weekly*, a twelve-issue run of *Unknown Soldier* and long runs of *Justice League Task Force* and *Steel*. In 1993, Priest helped found the influential Milestone Media imprint and later launched the ongoing series *The Ray*, while in 1997, he joined up with Valiant to co-create the cult hit *Quantum & Woody*. Priest returned to Marvel in 1998 with *Ka-Zar*, but it was his Marvel Knights series *Black Panther* that would earn the highest acclaim and introduce concepts and characters that have defined Wakanda ever since. Other highlights from his second tenure with Marvel included *Captain America & the Falcon* and *Deadpool*. In 2015, after a period away from comics during which he focused on his Baptist ministry, Priest returned to comics writing and shortly after began a fifty-issue run on DC's *Deathstroke*. More recently, he has steered the iconic horror franchise Vampirella at Dynamite.

SUSAN K. PUTNEY

Susan K. Putney authored the science-fiction novel *Against Arcturus*, published by Ace Books in 1972. Putney, who owned the comic shop Fog Hollow in Phoenix, Arizona, earned her first and only credit in comics with Marvel after sending in a plot for a story that caught the eye of editor-in-chief Jim Shooter. She would eventually script the Bernie Wrightson-drawn graphic novel *The Amazing Spider-Man: Hooky* in 1986. In other areas of her life, Putney helped found the Libertarian Party in Nebraska and ran for Congress in both Nebraska and Arizona.

CHARLES VESS

Widely regarded as one of the best fantasy illustrators of his generation, Charles Vess also built up quite a reputation as a comic book artist during his ascent in the 1980s. Born in 1951 and raised in pastoral Virginia, which he described as a wooded wonderland that was formative in imbuing his work with a sensual and magical quality, Vess' first work was for the sci-fi/fantasy magazine *Heavy Metal*. A few years later, he began a relationship with Marvel, contributing several fairy-tale stories in *Epic Illustrated*. Though fantasy art was Vess' strong suit—he penciled a "Tales of Asgard" story for *Marvel Fanfare*, illustrated an Asgard-based graphic novel *The Raven Banner* and penciled or inked various issues of *Kull the Conqueror* and *Conan the Barbarian*—he also dabbled in super hero comics, where his highly illustrative linework stood out on the racks. His now-iconic covers to *Web of Spider-Man* #1 and *Amazing Spider-Man* #261 were fan-favorites, and he scripted and illustrated a backup story, "Cry of the Wendigo," in *Amazing Spider-Man* #277. His high-profile work with Marvel culminated in the 1990 graphic novel *Spider-Man: Spirits of the Earth*, which he wrote and illustrated, and the 1991 movie adaptation of *Hook*. Vess was a natural fit with the burgeoning Vertigo imprint at DC, and paired with writer Neil Gaiman on *Sandman* and *Books of Magic*. Also with Gaiman, Vess illustrated the prose novel *Stardust* and the children's book *Blueberry Girl*. Outside of comics, Vess provided illustrations to George R. R. Martin's Game of Thrones novel *A Storm of Swords* and *The Books of Earthsea*, a collection of Ursula K. Le Guin's writings.

BERNIE WRIGHTSON

Bernie Wrightson's love of horror manifested in a childhood reared on Universal monster movies, EC Comics and *Famous Monsters of Filmland* and would later earn him the nickname "the Master of the Macabre." An avid drawer, he took an artist's correspondence course to refine his draftsmanship, and the young Wrightson got high praise after showing his work to editors. His confidence buoyed, he left his job as a cartoonist at *The Baltimore Sun* to pursue comics full-time in New York City. Wrightson had several stories published in DC's *House of Mystery*, *Witching Hour* and *Unexpected*. His work at Marvel in the early '70s was limited to a handful of horror covers and stories and the debut of Kull in *Creatures on the Loose*. He also contributed to *Web of Horror* for Major Magazines.

It was at DC that Wrightson would record the first major creative milestone of his career in a 1971 issue of *House of Secrets*: the co-creation of Swamp Thing. Along with writer and co-creator Len Wein, Wrightson launched *Swamp Thing* in 1972, drawing the first ten issues of the series. He left DC in 1974 to draw horror stories at Warren, where he was unencumbered by the Comics Code and could let his work stand by itself uncolored. Wrightson contributed artwork to frontispieces, covers and adaptations of Edgar Allan Poe and H.P. Lovecraft in *Creepy* and *Eerie* and also worked with writers like Bruce Jones and Nicola Cuti on all-new horror tales. He left comics for a time in 1975 to co-found The Studio, a Manhattan loft shared with artists Jeffrey Catherine Jones, Michael Wm. Kaluta and Barry Windsor-Smith. It was there that he began work on his gothic adaptation of Mary Shelley's *Frankenstein*, which featured what have since become some of the most beloved horror illustrations of all time.

In the early '80s, Wrightson collaborated with novelist Stephen King, adapting the writer's EC-style horror stories from George A. Romero's *Creepshow* into a graphic album. *Bernie Wrightson: Master of the Macabre* reprinted his Warren material in color and also published all-new horror stories written and illustrated by Wrightson. With Jim Starlin, he collaborated with on a pair of stories of stories in *Dreadstar*, the miniseries *Punisher: P.O.V.*, *The Weird*, *Batman: The Cult* and the Hulk/Thing graphic novel *Big Change*. Wrightson also illustrated the 1986 Spider-Man graphic novel *Hooky*. His last few credits in comics included the Marvel Knights launch of *Punisher*, *Batman: Hidden Treasures* and a 2012 IDW series with Steve Niles, *Frankenstein Alive, Alive!* In later years, he lent his artistic talents to album covers, television and film concept art. Wrightson passed away in 2017, leaving a legacy as perhaps his generation's greatest horror illustrator.

Biographies researched and written by John Rhett Thomas

MARVEL MASTERWORKS

THE MARVEL MASTERWORKS LIBRARY PRESENTS THE WORLD'S GREATEST COMIC BOOKS, PAINSTAKINGLY RESTORED FROM THE HIGHEST-QUALITY SOURCES AND WITH THE MOST DILIGENT ARCHIVAL METHODS.

THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over America, a new storytelling medium was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States. At the forefront of this new medium was Timely Comics, a young company staffed by such legendary creators as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee.

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-6
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-7
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the Golden Age retooled to take on the threat of Communism. From Western gunfighters to crime to horror, the Atlas Era had it all!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-4
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-3
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-6
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-4
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

In August 1961, change hit newsstands: *The Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. They were real characters placed in extraordinary circumstances. They lived together, they fought among themselves — and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different — the beginning of the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

THE AMAZING SPIDER-MAN VOLS. 1-26
ANT-MAN/GIANT-MAN VOLS. 1-3
THE AVENGERS VOLS. 1-23
THE BLACK PANTHER VOLS. 1-3
BROTHER VOODOO VOL. 1
CAPTAIN AMERICA VOLS. 1-16
CAPTAIN MARVEL VOLS. 1-6
THE CHAMPIONS VOL. 1
DAREDEVIL VOLS. 1-18
DAZZLER VOLS. 1-4
DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-8
DOCTOR STRANGE VOLS. 1-10
THE FANTASTIC FOUR VOLS. 1-25
GHOST RIDER VOLS. 1-5
HOWARD THE DUCK VOLS. 1-2
THE HUMAN TORCH VOLS. 1-2
THE INCREDIBLE HULK VOLS. 1-18
THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-17
IRON FIST VOLS. 1-2
KA-ZAR VOLS. 1-3
KILLRAVEN VOL. 1
LUKE CAGE VOLS. 1-3
MARVEL RARITIES VOL. 1
MARVEL TEAM-UP VOLS. 1-7
MARVEL TWO-IN-ONE VOLS. 1-7
THE MIGHTY THOR VOLS. 1-22
MS. MARVEL VOLS. 1-2
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
NOT BRAND ECHH VOL. 1
OMEGA THE UNKNOWN VOL. 1
RAWHIDE KID VOLS. 1-2
THE SAVAGE SHE-HULK VOLS. 1-2
SGT. FURY VOLS. 1-4
THE SPECTACULAR SPIDER-MAN VOLS. 1-6
SPIDER-WOMAN VOLS. 1-4
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-8
THE TOMB OF DRACULA VOLS. 1-3
WARLOCK VOLS. 1-2
WEREWOLF BY NIGHT VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-16

KAMIC RIDER
MARIKA